



Ingenuity In Motion

Allcargo Terminals Limited
(Formerly known as Allcargo Terminals Private Limited)

CIN: U60300MH2019PLC320697

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POLICY FOR DETERMINATION OF MATERIAL EVENTS AND ARCHIVAL OF DISCLOSURES

Version	Effective Date	Description of Changes
1.0	April 01, 2023	Adoption at Board Meeting held on March 31, 2023
2.0	August 21, 2023	Adoption of Amended Policy at Board Meeting held on August 21, 2023

PREAMBLE:

The Securities and Exchange Board of India (“**SEBI**”) vide its notification dated September 2, 2015, had notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) which came into force with effect from the 90th day from the date of publication in the Official Gazette (i.e. effective from December 1, 2015).

As per Regulation 30 (‘as may be amended from time to time’) of the Listing Regulations, the Board of Directors of Allcargo Terminals Limited (the “**Company**”) at its meeting held on March 31, 2013 had adopted the following policy with the objective of determining materiality of event based on criteria specified in the Listing Regulations.

PURPOSE:

This Policy is intended to circulate and disseminate such event (s) or information(s) which in the view of the Board of Directors and the SEBI as defined hereinafter, is material for the purpose of protecting and safeguarding the interest of the Company and its stakeholders, by putting all of them on the same footing and to prevent insider trading, thereby enabling and promoting greater transparency. It is essential that timely, adequate and accurate disclosure of information is made on an ongoing basis to enable the stakeholders or investors to make well-informed investment decisions. It is also important that there is uniformity in disclosures to ensure compliance in letter and spirit.

The Policy also aims at assisting relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information, and for making the necessary disclosures to the Stock Exchanges.

DEFINITIONS:

“**Authorised Person**” means any person duly authorised by the Board of Directors.

“**Board of Directors**” means the Board of Directors of Allcargo Terminals Limited, as constituted from time to time.

“**Company**” means Allcargo Terminals Limited.

“**Division**” means Container Freight Station (“**CFS**”) / Inland Container Depot (“**ICD**”).

“**Key Managerial Personnel**” mean Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

“Normal course of Business” shall mean all those transactions that satisfy the below attributes:

- i. The value of transaction or set of transactions which are not exceeding Rs. 100 Crs
- ii. Transactions that are in consonance with current business operations of the Company.
- iii. The transactions are conducted on a frequent or recurring basis as a part of regular operations.
- iv. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.

Note: Giving guarantees, security, letter of credit or any other thing, by whatever name called, to any entity other than wholly owned subsidiary/Subsidiary/associate company would not be considered as a normal course of Business.

“Policy” means this Policy for Determination of Material Events and Archival of Disclosures

“Relevant Employees” shall encompass the Functional Heads of the Company, the person who may be designated by the Functional heads and shall include employees of the Company who deals with or comes into possession of potential material information/event in the course of the performance of his/her duties.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, Companies Act 2013, the Securities Contracts (Regulation) Act 1956, Listing Regulations, the Depositories Act 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or any statutory modification (s) or re-enactment (s) thereto, as the case may be.

GUIDELINES FOR DETERMINATION OF MATERIALITY:

As per Regulation 30 of the Listing Regulations, the Company is required to make disclosure of certain events/ information specified in Para A of Part A of Schedule III to the Stock Exchanges without any application of the guidelines for materiality. However, events/ information specified in Para B of Part A of Schedule III to the Listing Regulations are to be disclosed only if they meet the following criteria of Materiality:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
 - 2% of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

In case where the criteria specified above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

For events/information with respect to any subsidiary of the Company would be considered material for the Company if the impact of the event/ information on the Company, whose value, or the expected impact in terms of value on the Company, exceeds the materiality thresholds described in clause c. and qualitative factors as determined by the authorized persons wherever required.

Mechanism to be adopted for Identifying and reporting potential material information/event by relevant employees.

1. During performance of one's role, the Relevant employee/(s) shall be responsible for identifying pertinent information/event as mentioned in Para A and Para B events as referred in Schedule III of Listing regulations which has potential to be classified as material information/event as per the policy.
2. Upon identification of potential material information/event, the relevant employee shall promptly report the details of such potential material information/event to the Authorized Person(s).
3. Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Persons. After evaluation, the Authorized Persons shall if required issue a suitable disclosure to the Stock Exchanges.

Mode of Communication: The aforesaid details can be submitted to the Authorized Person(s) by the Relevant Employee using written communication methods such as emails, internal memos, or any other appropriate official means.

The details so submitted shall be authentic and comprehensive to enable the Authorised Persons to make informed decision/take appropriate actions. The Relevant Employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so submitted to the Authorised Persons.

The Relevant Employees may approach the Authorised Persons for seeking guidance/clarity to ensure effective implementation of this policy.

The Company may conduct periodic trainings/sensitization programmes and/or release FAQs, referendum, framework to further assist relevant employees for effective implementation of this policy.

OCCURRENCE/TIMING OF AN EVENT/ INFORMATION:

For making timely disclosure, following rules shall be followed:

In certain instances, the occurrence of event/ information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion; negotiation or approval required viz. in case of natural calamities, disruptions etc., occurrence of event in such event would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of the Board of Directors.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, the Authorised Person of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

The Company shall provide requisite details while disclosing event(s) /information given in (A) & (B) above, as prescribed under the Listing Regulations and any circulars, guidelines etc. issued by the SEBI from time to time.

The Company shall, with respect to disclosures referred to under the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall also disclose all events or information with respect to subsidiaries, which are material for the Company as defined under the Listing Regulations.

In case where an event occurs or an information has not been indicated in Para A or B of Part A of the Schedule III of the Listing Regulation, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof as soon as it becomes practicable.

The Company shall disclose on its website all such events or information which has been disclosed to the Stock Exchange(s) and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the below mentioned archival policy of the Company, as disclosed on its website.

The Company shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any events or information.

AUTHORITY AND RESPONSIBILITY:

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the Listing Regulations, the Board of Directors has authorized Company Secretary & Compliance Officer of the Company to determine materiality of an event or information in consultation with Chairman, Managing Director or Chief Financial Officer of the Company and accordingly make appropriate disclosures to the Stock Exchanges under the Listing Regulations. The Company Secretary is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he may deem fit.

The list of events may be updated from time to time by the Authorised Person as amended by the Listing Regulations.

THE CONTACT DETAILS OF THE AUTHORISED PERSON ARE AS FOLLOWS:

Name	: Hardik Desai
Designation	: Company Secretary & Compliance Officer
Contact numbers	: +91 22 66798100
Email Id	: investor.relations@allcargoterminals.com

Annexure III

Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer)

S. No.	Question	Remarks
1.	Name of the Department	
2.	Name and Designation of originator of Information	
3.	Details of events/Information	
4.	Analysis/working, if any. (For impact of such information on Company)	
5.	Source of Information	
6.	Calendar of Events/milestones (date wise)	
7.	Name of Persons with whom such information is shared along with PAN/other identifier detail in absence of PAN (internal/external)	

I, _____, hereby undertake that the aforementioned information provided by the undersigned is true and to the best of my knowledge. The information is provided in compliance with the Regulation 30 of the SEBI (Listed Obligations and disclosure requirements). The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the circumstances:

- a) Under any proceedings or pursuant to any order of courts or tribunals.
- b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c) In compliance with applicable laws, regulations, rules, and requirements.
- d) In order to fulfil his/her duties/obligations

Name and Signature:

Place:

Date:

DISCLOSURE OF MATERIAL EVENTS / INFORMATION:

As per Regulation 30 of the Listing Regulations, the Company shall disclose the following events or information, which in the opinion of the Board of Directors or the Authorised Person in this regard as material including such events or information as stated herein below and laid down under Part A of Schedule III of the Listing Regulations.

Para/ Sub- Para	Material Events/Information	Timeline for disclosure
A	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):	
1	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in the associate company of the Company or any other restructuring.	Within 12 hours*
2	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours*
3	New rating(s) or Revision in Rating(s).	Within 24 hours
4	Outcome of Meetings of the Board of Directors a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; b) any cancellation of dividend with reasons thereof; c) the decision on buyback of securities; d) the decision with respect to fund raising proposed to be undertaken; e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; g) short particulars of any other alterations of capital, including calls; h) financial results; i) decision on voluntary delisting by the Company from the Stock Exchange(s).	Within 30 minutes of the closure of meeting

5	<p>Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:</p> <ul style="list-style-type: none"> - agreements where listed entity is a party - agreements where listed entity is not a party 	<p>Within 12 hours*</p> <p>Within 24 hours</p>
5A	<p>Agreements entered into by the Shareholders, Promoters, Promoter Group entities, Related Parties, Directors, Key Managerial Personnel(s), employees of the Company or of its Holding, Subsidiary or Associate Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements; provided that such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations:</p> <ul style="list-style-type: none"> - agreements where listed entity is a party - agreements where listed entity is not a party 	<p>Within 12 hours*</p> <p>Within 24 hours</p>
6	<p>Fraud/defaults by the Company, its Promoter(s), Director(s), Key Managerial Personnel(s), Senior Management(s) or Subsidiary or arrest of Key Managerial personnel(s), Senior Management(s), Promoter(s) or Director(s) whether occurred within India or abroad.</p>	<p>Within 24 hours</p>
7	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer:</p> <ul style="list-style-type: none"> - In case of resignation - Other case 	<p>Within 24 hours</p> <p>Within 12 hours*</p>
(7A)	<p>Resignation of the Auditor of the Company</p>	<p>Within 24 hours from receipt of reason of resignation</p>

(7B)	Resignation of an Independent Director of the Company	Within 7 days from the date of resignation
(7C)	Letter of Resignation along with detailed reason given by Key Managerial Personnel, Senior Management, Compliance Officer or Director (other than Independent Director)	
(7D)	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability	Within 12 hours*
8	Appointment or discontinuation of share transfer agent	Within 12 hours*
9	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions	Within 24 hours
10	One time settlement with a bank	Within 24 hours
11	Winding-up petition filed by any party / creditors	Within 24 hours
12	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company	Within 12 hours*
13	Proceedings of Annual and Extraordinary General Meetings of the Company	Within 12 hours*
14	Amendments to Memorandum and Articles of Association of the Company, in brief	Within 12 hours*
15	(a) Schedule of Analyst or institutional investor meet and presentations made by the Company to analysts or institutional investors	At least two working days in advance
	(b) The presentation and the Audio or video recordings of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Shall be made available on the website and shall also disclose to the Stock Exchange by Next trading day or within 24 hours from the conclusion of such calls, <u>whichever is earlier</u>
	(c) Transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Transcript shall be made available on the website within five working days of the conclusion of such calls
16	The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency and Bankruptcy Code, 2016 (the "Insolvency Code") :	Within 24 hours

	<ul style="list-style-type: none"> a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default; b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; d) Public announcement made pursuant to order passed by the Tribunal under Section 13 of Insolvency Code; e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; f) Appointment/ Replacement of the Resolution Professional; g) Prior or post-facto intimation of the meetings of Committee of Creditors; h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; i) Number of resolution plans received by Resolution Professional; j) Filing of resolution plan with the Tribunal; k) Approval of resolution plan by the Tribunal or rejection, if applicable; l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified; m) Any other material information not involving commercial secrets; n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o) Quarterly disclosure of the status of achieving the MPS; p) The details as to the delisting plans, if any approved in the resolution plan. 	
17	a. Initiation of Forensic Audit by the Company	Within 12 hours*
	b. Initiation of Forensic Audit by external agency	Within 24 hours

18	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Company, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Company, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called.	Within 24 hours
21	Voluntary revision of financial statements or the report of the Board of Directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours*
B	Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)	
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours*

2	Any of the following events pertaining to the Company: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours*
3	Capacity addition or product launch	Within 12 hours*
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business	Within 24 hours
5	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof. - for agreements where listed entity is a party; - for agreements where listed entity is not a party	Within 12 hours* Within 24 hours
6	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7	Effect(s) arising out of change in the regulatory framework applicable to the Company	Within 24 hours
8	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company	Within 24 hours
9	Frauds or defaults by employees of the Company which has or may have an impact on the Company	Within 24 hours
10	Options to purchase securities including any ESOP/ESPS Scheme	Within 12 hours*
11	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party	Within 12 hours*
12	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Within 12 hours*
C	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 hours
D	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by the Board.

** in case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.*

Note:

- In case of any amendments/ updation in the list of events/ information specified in Part A of Schedule III or Part B of Schedule III of the Listing Regulations, the above list of material information/ events shall stand accordingly modified.
- The parties to the Agreement shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into the agreement or signing an agreement to enter into such agreements.

ARCHIVAL OF DISCLOSURES:

In accordance with the provisions of the Listing Regulations, the Company shall ensure that all the event(s)/information which have been disclosed to the Stock Exchange(s) under the Regulation 30 shall be hosted on the Company's website for a period of 5 years from the date of hosting. Depending upon the nature, materiality, impact continuity and relevance of the material events, the disclosure of such material event(s)/information can continue to remain hosted on the Company's website for a longer period of time, as decided by the Authorised Person in consultation with the Chairman, Managing Director, or Chief Financial Officer of the Company, from time to time and thereafter.

The disclosures made to the Stock Exchange(s) shall be provided by Company Secretarial Department to the concerned person for prompt uploading on the website of the Company (www.allcargoterminals.com) and would be hosted on the website as aforesaid. Thereafter, the information would be archived under the heading "Past Disclosures" and would be retained on the website for a further period of three years or such further period as may be decided by the Authorised Person.

DISCLOSURE:

This Policy as approved by the Board of Directors has been communicated to all the concerned employees/ persons of the Company and is placed on the website of the Company www.allcargoterminals.com.

In the event of any conflict between the provisions of this Policy and the Listing Regulations or the Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations or the Companies Act, 2013 or statutory enactments, rules, shall prevail over this Policy.

In case there are any regulatory changes requiring amendment to this Policy, the Policy shall be reviewed and amended with the necessary approval of the Chairman and Managing Director of the Company and the updated version of the Policy be issued and published without any

requirement for approval from the Audit Committee or the Board of Directors. However, the amended regulatory requirements will supersede the Policy, till the time the Policy is suitably amended. Any subsequent amendment/modification in the Listing Regulations or the Companies Act, 2013 or any other applicable laws, direction or clarification by SEBI, provision of this Policy shall be read and implemented in context of such amended/modified or clarified positions.
