



**TERMINALS**

**Allcargo Terminals Limited**

**CIN:** L60300MH2019PLC320697

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**Code of Practices and Procedures for Fair Disclosure of  
Unpublished Price Sensitive Information**

The Board of Directors of Allcargo Terminals Limited has adopted Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (“**Code of UPSI**”) pursuant to sub-regulation (1) of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015) on March 31, 2023.

Words and expressions used and not defined in this Code but defined in the Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**Regulations**”), the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) or the Companies Act, 2013 (the “**Act**”) and Rules and Regulations made thereunder shall have the meanings respectively assigned to them thereunder.

### **1. Prompt Disclosure**

The Company shall promptly disclose Unpublished Price Sensitive Information (“**UPSI**”) to the public and ensure that such UPSI is generally available to the public without any discrimination, no sooner than credible and concrete information comes into being.

### **2. Uniform and Universal dissemination to avoid selective disclosure**

The Company shall disseminate all UPSI as per the requirement of law in a timely manner to the Stock Exchanges where its Securities are listed and on the functional website of the Company. The Company may also consider other modes of public disclosure of UPSI to improve investor access to the same.

### **3. Need to know basis and Legitimate Purpose**

The Directors/Employees who are privy to UPSI, shall handle the same strictly on a “Need to Know” basis i.e. UPSI shall be disclosed only to those persons within the Company who need to know the same in furtherance of the Legitimate purposes, performance of duties or discharge of his/her legal obligations.

“Legitimate purpose” shall mean and include:

- a) Sharing or disclosing 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 should not be carried out to evade or circumvent the prohibitions of the Regulations.

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 UPSI shared with them as enclosed below, in compliance with the Regulations.

#### **4. Chief Investor Relations Officers**

The Board of Directors of the Company have identified and designated Chief Financial Officer of the Company, as the Chief Investor Relations Officer, who shall be responsible to ensure timely and adequate disclosure of UPSI pursuant to this Code, as required under the Regulations.

All disclosure/dissemination of UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval and shall be made public or published on behalf of the Company only if, the same has been approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before dissemination of such UPSI.

Any dissemination of UPSI on behalf of the Company without prior approval as referred to above, inadvertently or otherwise, by any Employee or Director of the Company, shall forthwith be informed to the Chief Investor Relations Officer of the Company and the Company shall promptly disseminate the same to the public to make such UPSI generally available. Any UPSI received by any Employee, directly or indirectly, shall be immediately reported to the respective Head of the Department and the Head of the Department in turn shall immediately report such UPSI to the Chief Investor Relations Officer of the Company for prompt disclosure and dissemination to the Public.

The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from regulatory authorities, stock exchanges, press, media, or from any other source to the Chief Investor Relations Officer to enable him/her to reply/address at the earliest.

The Directors, Officers and Employees shall provide only generally available public information to the analysts/research personnel/large investors like institutions.

As per the requirement of the Regulations the Reports or transcripts of proceedings of meetings with analysts, research personnel or investor relation conferences shall be uploaded on the functional

website of the Company as soon as credible and concrete information comes into being and is available by the Company.

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

Any subsequent amendment/modification in the Regulations, the Listing Regulations or the Act 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.

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Version	Effective Date	Description of Changes
1.0	April 01, 2023	Adoption of Code of UPSI at Board Meeting held on March 31, 2023

### **Unpublished Price Sensitive Information**

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) mergers, de-mergers, acquisitions, , delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- e) Change in Key Managerial Personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
- f) Change in rating(s) other than ESG rating(s);
- g) Fund raising proposed to be undertaken;
- h) Agreements, by whatever name called, which may impact the management or control of the Company;
- i) Fraud or default by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter, director of the company, whether occurred within India or abroad;
- j) Resolution plan/ restructuring or one time settlement in relation to loans / borrowings from banks / financial institutions.
- k) Admission of winding up petition filed by any party / creditor and admission of application by the Tribunal filed by the Corporate Applicant or financial creditors for initiation of Corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- l) Initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- m) Action(s) initiated or orders passed within India or abroad , by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o) Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party, by the company not in the normal course of business;
- p) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

Explanation 1: For the purpose of sub-clause (i):

- a. Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- b. Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of

Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Explanation 2: For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.