

December 23, 2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41  <b>Scrip Code:</b> 532345 <b>ISIN No.:</b> <u>INE152B01027</u> <b>Re.:</b> <u>Allcargo Gati Limited</u>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38  <b>Symbol :</b> <u>ACLGATI</u> <b>ISIN No.:</b> <u>INE152B01027</u> <b>Re.:</b> <u>Allcargo Gati Limited</u>
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Dear Sir/Madam,

**Subject: Intimation – Revision of Allcargo Gati Limited – Code of Conduct To Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons (“Share Dealing Code”) under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

Pursuant to the provisions of regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed the revised Share Dealing Code, as approved by the Board of Directors of the Company vide resolution passed through circulation, today, i.e., December 23, 2024.

The aforesaid information shall be made available on the Company's website at [www.gati.com](http://www.gati.com).

We request you to take the same on record.

Yours faithfully,  
For **Allcargo Gati Limited**  
(Formerly known as “Gati Limited”)

**Piyush Khandelwal**  
Company Secretary & Compliance Officer  
Membership No. A65318

Encl.: As above



**Allcargo Gati Limited**  
**(Formerly known as “Gati Limited”)**

**CIN:** L63011MH1995PLC420155

**Regd. Office:** 4th Floor, B Wing, Allcargo House, CST Road, Kalina, Santacruz  
(East), Vidyanagari, Mumbai, Maharashtra-400098

**Website:** [www.gati.com](http://www.gati.com)

**Phone:** +91 022-6679 8100

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT  
TRADING IN THE SECURITIES OF THE COMPANY  
BY DESIGNATED PERSONS**

(Revised Adopted on December 23, 2024)

**1) INTRODUCTION:**

- a. This Code of Conduct is called “**Allcargo Gati Limited – Code of Conduct To Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons**” (hereinafter referred to as ‘the Gati Code’).
- b. The Gati Code will apply to Designated Persons.

**2) OBJECTIVE:**

This Gati Code has been formulated to regulate, monitor and report trading undertaken by Designated Persons of Gati Limited covered under the Gati Code and towards achieving compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time. This Code of Conduct also incorporates the minimum standards as set out in Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Pursuant to the amendments made to Regulations from time to time, the Board of Directors of the Company have adopted and approved the revised Code through circular resolution passed on December 23, 2024.

The objective of Gati Code is to ensure protection of Unpublished Price Sensitive Information (“UPSI”) of Gati Limited and serve as a guideline to Designated Persons covered by Gati Code for dealing in Securities of Allcargo Gati Limited. In addition to setting out the policy of the Company, it provides an understanding of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time and any other applicable law in relation to prevention of Insider Trading. The Gati Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Gati Code and applicable law, the applicable law shall prevail.

**3) DEFINITIONS:**

- a. “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b. “Gati Code” or “the Code” or “this Code” means the Allcargo Gati Limited Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company by Designated Persons;
- c. “Board” means the Board of Directors of the Allcargo Gati Limited or any Committee constituted by the Board for the purpose of Gati Code;
- d. “Chairman” shall mean the Chairman of the Board;
- e. “Closure Period” shall mean any period which the Compliance Officer may notify, during which Trading in Securities of the Company shall be prohibited and shall include the following:

- i. The period beginning from the last day of each quarter upto the date of announcement of quarterly results and 48 hours thereafter;
  - ii. Any other period during which trading shall be closed when the Compliance Officer determines that a Designated Person or class of persons can reasonably expected to be in possession of UPSI. The Closure Period shall be reopened after making the said UPSI, Generally Available Information.
- f. “Compliance Officer” shall mean any senior officer so designated by the Board, and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the Gati Code and any other guidelines or framework issued by the Company for the preservation of UPSI, monitoring of trades and the implementation of the Gati Code under the overall supervision of the Board, as the case may be;
- g. “Connected Person” means:
- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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 in relation to the Company unless the contrary is established,-
    - (a) a Relative of 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 Securities and Exchange Board of India Act, 1992 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 SEBI; 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 Relative or banker of the Company, has more than ten per cent of the holding or interest; or
    - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
    - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d)

- h. “Designated Persons” shall have the meaning ascribed to the term in Paragraph 2 of Section 6 (Designated Persons) of this Code;
- i. “Director” means a member of the Board of Directors of the Company, as appointed from time to time;
- j. “Digital Database” shall be a database maintained by the Compliance Officer of the Company containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this code along with Permanent Account Numbers (“PANs”) or any other identifier authorized by law where such PAN is not available, disclosures and other details of Designated Persons, Fiduciaries and Insiders who have are possession of or likely to have access to UPSI in accordance with the Gati Code;
- k. “Fiduciary / Fiduciaries” shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Gati Code;
- l. “Allcargo Gati Limited” or “Gati” or “Company” means Allcargo Gati Limited;
- m. “Generally Available Information” means information that is accessible to the public on a non- discriminatory basis; Information published on the website of a stock exchange, would ordinarily be considered as generally available information;
- n. “Immediate Relative” 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” / “Insiders” mean and include any person who is: (i) a Connected Person; or (ii) in possession of or having access to UPSI;
- p. “Legitimate Purpose” shall include sharing of UPSI by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- q. “Managing Director” means the managing director of the Company or any other person designated as such, from time to time;
- r. “Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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;
- s. “Material Subsidiary” shall have the meaning ascribed to such term under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- t. “Promoters” shall have the same meaning as assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- u. “Promoter Group” shall have the same meaning as assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- v. “Insider Trading Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re-enactment thereof.
- w. “Participant” shall mean any person to whom Stock Option Plan / Stock Appreciation Rights are granted under any employee stock option plan / employee stock appreciation rights plan of the Company in place from time to time.

It is clarified that reference to the “Securities” in relation to a Participant refers to such Securities which are eligible to be granted under an employee stock option plan / employee stock appreciation rights plan to a Participant from time to time.

- x. “relative” shall mean the following: (i) spouse of the person; (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse; (iv) child of the person and child of its spouse; (v) spouse of the person listed at sub-clause (iii); and (vi) spouse of the person listed at sub-clause (iv).
- y. “SEBI” shall mean the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- z. “Securities” or “Shares” means the equity / preference shares, ADRs, debentures or any other security issued by Allcargo Gati Limited listed on the Stock Exchanges.
- aa. “Stock Exchanges” means all the stock exchanges where the shares of Allcargo Gati Limited are listed.
- bb. “Trading in Securities” means and includes subscribing, buying, selling, dealing, pledging, or agreeing to subscribe, buy, sell, pledge, or deal in any Securities either as principal or agent and “Trade” shall be construed accordingly;
- cc. “Trading Window” means the period during which Trading in the Securities of the Company is permitted to those governed by the Gati Code.
- dd. “Trading Day” means a day on which the Stock Exchanges are open for Trading;
- ee. “Unpublished Price Sensitive Information” or “UPSI” means any information which relates directly or indirectly to Allcargo Gati Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company and shall ordinarily include but not restricted to, information relating to the following:
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting, disposal and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and

(vi) such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time.

ff. "Working Day" will mean the day on which the Registered Office of the Company is working.

Words and expressions used but not defined in this Code will have the same meaning as contained in (i) Insider Trading Regulations (ii) the Securities and Exchange Board of India Act, 1992 (iii) the Companies Act, 2013 (iv) Securities (Contract) Regulation Act, 1956 and (v) The Depositories Act, 1996 read with rules framed thereunder, as may be modified from time to time.

#### **4) RESPONSIBILITY OF BOARD OF DIRECTORS UNDER THIS CODE:**

As per Regulation 9(1) of the Insider Trading Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons.

The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations. In accordance with the Inside Trading Regulations, the Board shall inter-alia ensure the following:

1. In consultation with the Compliance Officer and Managing Director, specify the Designated Persons to be covered by this Code based on their functional role or access to UPSI in addition to seniority and professional designation;
2. The Company maintains the Digital Database in conformity with the Insider Trading Regulations;
3. Formulate and review periodically the Fair Disclosure Code including the Policy for determination of "legitimate purpose"; and
4. Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of UPSI.

#### **5) COMPLIANCE OFFICER:**

1. The Compliance Officer shall be such senior officer appointed by the Board, for the purpose of the Gati Code and shall report to the Board.
2. In case of temporary absence of the Compliance Officer, the Managing Director shall act as the Compliance Officer or shall appoint such other senior officer as the Compliance Officer as he may deem fit.
3. The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of such plans.
4. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of UPSI or that such person shall ensure that any UPSI in his possession becomes Generally Available before such person commences executing their trades. Once

satisfied, the Compliance Officer may approve the trading plan, which would then have to be implemented in accordance with the Insider Trading Regulations.

5. The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the Trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.
6. The Compliance Officer shall inter-alia, under the overall supervision and direction of the Board:
  - (a) determine in consultation with the Managing Director, the Designated Persons based on the role and function of such employee in the Company and the access that such role and function would provide to UPSI;
  - (b) update, maintain and monitor the Digital Database containing the details of Designated Persons and Insiders with whom any UPSI has been shared or who may have access to any UPSI of the Company, in the ordinary course of business and for Legitimate Purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code;
  - (c) give notice to Insiders with whom UPSI has been shared for Legitimate Purpose as set out in Paragraph 3 of Section 7 (Prohibition of Communication or procurement of UPSI) of this Code;
  - (d) assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulation 9A of the Insider Trading Regulations; and
  - (e) assist the formulation and monitor the policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI.
7. The Compliance Officer will assist the Designated Persons and Insiders in addressing any clarifications regarding the Insider Trading Regulations and Gati Code.
8. The Compliance Officer shall maintain all records under the Gati Code and the Insider Trading Regulations for a minimum period of five (5) years.
9. The Compliance Officer shall in consultation with the Board inform the Stock Exchanges of any violation of the Insider Trading Regulations or the Gati Code in such form and such manner as may be specified by SEBI from time to time.
10. The Compliance Officer in consultation with the Chairman of the Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.



11. The Compliance Officer may engage external consultants, advisors or experts for putting in place an IT-enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window, etc.

**6) DESIGNATED PERSONS:**

1. Designated Persons shall be identified by the Compliance Officer in consultation with the Board, basis their role and function and the access that such role and function would provide UPSI of the Company in addition to seniority and professional designation shall be governed by the Gati Code.
2. The term “Designated Persons” will mean and include:
  - (i) All the Directors of the Company and Material Subsidiary(ies);
  - (ii) Promoters and members of Promoter Group;
  - (iii) All employees of the Company in the grade M3 (as per the policy of the Company) and above including seconded employees;
  - (iv) Key Managerial Personnel of the Company, Holding Company and Material Subsidiary(ies);
  - (v) All employees of the ‘Finance’, ‘Audit’, ‘Legal and Secretarial’, ‘Corporate Communication’ and ‘Investor Relation’ irrespective of their grade;
  - (vi) employees of such other functions of the Company, Holding Company and Material Subsidiary(ies) who are in possession or likely to be in possession of UPSI;
  - (vii) Chief Executive Officer and employees up to 2 (two) levels below the Chief Executive Officer of the Company and Material Subsidiary(ies) of the Company;
  - (viii) Executive assistants/Executive secretaries, if any, of persons referred in (i) and from (iii) to (vii) above;
  - (ix) Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board from time to time, who may be considered to be in possession of UPSI; and
  - (x) Immediate Relatives of persons specified in (i) to (viii) above.

Note: All the obligations/responsibilities with respect to Immediate Relatives as specified in (x) above, shall devolve upon persons specified in (i) to (viii) above.

3. The Compliance Officer may, in consultation with the Managing Director, determine and include such other persons, including their Immediate Relatives, from time to time to whom the Gati Code may apply and who shall have access to UPSI of the Company.
4. Designated Persons shall disclose names and PAN or any other identifier authorized under law of the following persons to the company on an annual basis and as and when the information changes:

- (i) Immediate Relatives;
- (ii) persons with whom such Designated Person(s) shares a Material Financial Relationship; and
- (iii) Phone and mobile numbers which are used by them.

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.

**7) PROHIBITION ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

1. All Designated Persons, Fiduciaries and Insiders must:
  - a. maintain confidentiality of all UPSI;
  - b. not communicate, provide or allow access to any UPSI to any person including other Insiders except where such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code;
  - c. not procure from or cause the communication by any Insiders and their Immediate Relatives of any UPSI except in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code; and
  - d. not to pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same.
2. All information within the Company must be handled strictly, on a 'need to know' basis. Any UPSI should be disclosed only for the furtherance of a Legitimate Purpose as per the policy approved by the Board, to discharge their duties and legal obligations and whose possession of such information will not give rise to a conflict of interest or misuse of information.
3. Any person in receipt of or in possession of UPSI pursuant to the aforesaid shall be considered an "Insider" for purpose of the Gati Code and due notice as per format prescribed under this Code shall be given to such persons, to maintain confidentiality of such UPSI in compliance with the Insider Trading Regulations and this Code.
4. Prior to sharing any UPSI, a confidentiality agreement shall be entered into with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who are likely to have access to the said UPSI which shall include name, designation, address, Permanent Account Number ("PAN") or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The said details shall be updated by the Compliance Officer in the Digital Database.
5. 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,

2011 (“Takeover Regulations”) where the Board is of informed opinion that sharing of such information is in the best interests of the Company;

- b. not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute UPSI is disseminated to be made Generally Available Information at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For purposes of this clause, the Board shall require the parties to such transaction to execute agreements, contract, confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this Clause 7, and shall not otherwise trade in Securities of the Company when in possession of such UPSI.

6. All UPSI directly or indirectly received by any Designated Person should be reported to the Compliance Officer immediately.
7. All files containing confidential information will be kept secure and under lock and key. Computer files will have adequate security of login and passwords. Each Designated Person shall at all times be in compliance with the “Information Security Management System, Acceptable Usage Practices Code” as issued by the Company and revised from time to time.
8. Chinese wall procedures (“**Chinese Walls**”) shall be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. Areas of the Company which routinely have access to confidential information including UPSI, shall be considered as ‘insider areas’, and shall be separated from those areas or departments providing support services, who do not have access to such information, considered as ‘public areas’. The Chinese Walls established by the Company shall operate as a barrier to the passing of confidential information, including UPSI and other confidential information. As per the said procedures:
  - a. the promoters, directors and employees of the Company in the ‘insider areas’ shall not communicate any UPSI to anyone in the ‘public areas’;
  - b. the demarcation of various departments as ‘insider areas’ shall be determined by the Compliance Officer in consultation with the Board or with Managing Director;
  - c. The establishment of Chinese Walls shall not be intended to suggest that UPSI can circulate freely within ‘insider areas’. The ‘need-to-know’ principle shall be fully in effect within ‘insider areas’. In exceptional circumstances, employees from the ‘public areas’ may be allowed to ‘cross the wall’ and give UPSI by following the ‘need-to-know’ principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.
  - d. Chinese Walls shall be set up and implemented in the manner set out by Compliance Officer from time to time.

**8) RESTRICTION ON TRADING OF SECURITIES:**

1. All Designated Persons will be subject to certain Trading restrictions:

a. Trading Restrictions during Closure Period:

- (i) Designated Persons are prohibited to Trade in Securities of the Company during the Closure Period. The Compliance Officer shall communicate the Closure Period to all Designated Persons through email or physical copies or any other prescribed mode. Irrespective of whether such communication has been received or not, Designated Persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades in the Securities of the Company. Ignorance of the closure of the Trading Window or non-receipt of communication of closure of Trading Window shall not justify any Trades undertaken by Designated Persons during Closure Period.
- (ii) Every Designated Person should advise his/ her Immediate Relatives of the Closure Period during which Trading in the Securities of the Company is prohibited.
- (iii) Subject to the provisions of this Code and Insider Trading Regulations, the Trading window restrictions shall not apply in respect of:
  - (a) Trades specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulations 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bona-fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer;
  - (b) Exercise of stock options/stock appreciation rights by a Participant and consequent acquisition of Securities which may have vested in such Participant. However, this exception shall not be applicable to Trading in Securities (with respect to the Securities acquired), even if the same is offered by the Company at the time of exercise as a part of the employee stock option plan / employee stock appreciation rights plan;
  - (c) Trades which are undertaken in accordance with respective Regulations made by SEBI 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.

b. Trading Restrictions otherwise:

- (i) Designated Persons shall not Trade in Securities of the Company while in possession of UPSI. If such persons have traded in Securities of the Company

when in possession of UPSI, their Trades would be presumed to have been motivated by the knowledge and awareness of such information in their possession. However, a Designated Person may prove his innocence by demonstrating the circumstances including as provided in Regulation 4 of the Insider Trading Regulations to be read with the format(s) for pre – clearance and declaration cum undertaking(s) as provided in Section 13 of this Code.

- (ii) When the Trading Window is open, Trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, in the manner provided under Section 9 of this Code.
- (iii) For the avoidance of doubt, it is clarified that during the Closure Period, no Designated Person is permitted to apply for pre-clearance of any proposed Trade.
- (iv) Designated Persons and their Immediate Relatives, when not in possession of UPSI and when the Trading Window is open, can undertake Trading in Securities aggregating to 5,000 Securities of the Company or value of the Securities traded aggregates to a traded value of Rs. 5,00,000 (Rupees Five Lacs Only) in one financial year, without seeking pre-clearance of the Compliance Officer. However, all other restrictions and requirement of making necessary disclosures under this Code will continue to apply for such Trades.
- (v) Designated Persons who Trade in Securities of the Company, will not undertake a contra/ opposite Trade during 6 (six) consecutive months following the prior Trade. Subject to the Insider Trading Regulations, the Compliance Officer may relax the 6 (six) months contra- Trade restriction in cases where the sale is necessitated by personal emergency after recording reasons in writing in this regard. An application in writing in this regard will need to be made to the Compliance Officer.
- (vi) The above-referred restriction on contra trade shall not apply in case of: (i) acquisition of Shares by Participants pursuant to exercise of stock option / stock appreciation rights; and pledge/ sale of Securities acquired pursuant to exercise of stock options / stock appreciation rights, but only during open Trading window after obtaining necessary pre-clearance for such action and provided that all other provisions/restrictions of this Code and the Insider Trading Regulations are duly complied with, including on non-possession of UPSI.
- (vii) Trading in derivatives pertaining to Securities of the Company by Designated Persons, other than Directors, Promoter, members of Promoter Group, Key Managerial Persons and their Immediate Relatives, shall be subject to all restrictions under this Code. Designated Persons dealing in derivatives pertaining to Securities of the Company shall make necessary disclosures under this Code. It is clarified that the Promoter, members of Promoter Group, Key Managerial Persons, Directors and their Immediate Relatives shall not deal in derivatives pertaining to the Securities of the Company.

- (viii) In case, the Designated Persons deal in any Securities of the Company through his/her portfolio manager/investment manager, the same shall be disclosed to the Compliance Officer and restrictions relating to Trading in Securities of the Company under this Code will also apply to the trading in securities of the company through his/her portfolio manager/ investment manager.
- (ix) Exercise of stock options / stock appreciation rights by a Participant shall not be considered to be “Trading in Securities” except for the purposes of Chapter III of the Insider Trading Regulations (which relates to disclosure of trades by insiders), as are referred in Paragraph 12 of this Code. However, all provisions of the Insider Trading Regulations and this Code (unless otherwise specifically exempted) shall apply to Trading in Securities, with respect to the Securities so acquired.

**9) PRE-CLEARANCE OF TRADES BY DESIGNATED PERSONS:**

- a. Pre-clearance of Trades shall be required to be obtained by all Designated Persons prior to Trading in Securities.
- b. Every Designated Person must make an application in the format prescribed under this Code to the respective authority for pre-clearance as mentioned below, indicating the estimated number of the Company Securities that such person intends to Trade in, mode of acquisition, and such other information as may be prescribed by the Insider Trading Regulations, amended and modified from time to time:

<b>Trading by the following persons</b>	<b>Authority for pre-clearance</b>
All Designated Persons including their Immediate Relatives (except Compliance Officer)	Compliance Officer
Compliance Officer	Board

- c. Every Designated Person must sign an undertaking in the format prescribed under this Code. For the avoidance of doubt, each Designated Person shall also be required to make any other declarations and undertakings as the Compliance Officer may require on a case to case basis.
- d. Pre-clearance shall not be required for the following transactions:
- i. trades executed pursuant to an approved Trading Plan;
  - ii. transactions pursuant to Transmission of shares in accordance with applicable law;
  - iii. transactions involving transfer of Securities from Depository Participant to another provided that the shareholder and the beneficial owner of such Securities do not change; however, Trades involving pledge and revocation of pledge of Securities will continue to require pre-clearance as per this Code; and
  - iv. transactions pursuant to merger, demerger, or any other Court Order;
  - v. Exercise of stock options / stock appreciation rights by a Participant. However, Trading in Securities, with respect to the Securities so acquired (including

pursuant to a cashless option provided as a part of exercise of stock options / stock appreciation rights), shall not be exempted.

However, in the aforesaid cases (i to v) declaration in the form of a Completion Certificate as per the format prescribed under this Code shall be submitted to the Compliance Officer within 2 Trading days.

- e. Prior to approving any Trades, the Compliance Officer shall be entitled to seek any further declarations as he / she may deem fit from the applicant. He / She shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. In case the Compliance Officer is of the opinion that the proposed Trade is on basis of possession of UPSI or he/she has a reason to believe that the proposed Trade is in breach of the Gati Code or the Insider Trading Regulations, he/she will not grant approval against the said pre-clearance application and shall convey the reasons.
- f. The Compliance Officer shall inform the Designated Person, of approval of the pre-clearance application in the format prescribed under this Code within 2 (two) Working Days of the receipt of the application and other necessary documents or clarifications. In the absence of the Compliance Officer, the approval / rejection will be provided by the Managing Director.
- g. All Designated Persons shall complete their Trade in respect of the Securities of the Company within 7 (seven) Trading Days from the date of approval granted by the Compliance Officer for the pre-clearance application. The details of the Trade including the total number of shares or voting rights bought or sold or traded in any manner by the Designated Person, the date on which the Trade was executed, etc., will be required to be informed forthwith, not exceeding 2 (two) Working Days from date of completion of the Trade to the Compliance Officer in the format prescribed under this Code.

If the Trade is not executed within 7 (seven) Trading Days from the date of the pre-clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed under this Code, then a fresh pre-clearance application in the prescribed format to be made to the Compliance Officer, if required.

#### **10) TRADING PLANS:**

- a. Each Designated Person is entitled to execute Trades pursuant of a pre-determined trading plan, where such trading plan has been formulated by such Designated Persons, approved by the Compliance Officer, and has been publicly disclosed by the Company to the Stock Exchanges, 120 calendar days prior to the commencement of the Trading pursuant to the trading plan ("Trading Plan"). In accordance with the Insider Trading Regulations, provisions relating to pre-clearance of Trades, Closure Period.
- b. A Trading Plan shall be formulated by Designated Persons in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force.
- c. The compliance officer shall approve or reject the trading plan within 2 (two) trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval, the Trading Plan shall be

irrevocable, and the said Designated Person(s) shall mandatorily implement the Trades as per the Trading Plan in accordance with the provisions of the Insider Trading Regulations 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.

- d. The implementation of the Trading Plan shall not commence if any UPSI in possession of the Designated Person at the time of formulation of the plan has not become generally available at the time of commencement of the implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information. The Compliance Officer may consult with the Managing Director and / or the Audit Committee chairperson, on a case to case basis, prior to approving any Trading Plan.
- e. In case, the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.
- f. The trading plans must clearly set out the following parameters for each trade to be executed:
  - a) Either the value of trade or the number of securities to be traded;
  - b) Nature of the trade, indicating whether it is a buy or sell transaction;
  - c) Specific date or time period for the trade, which must not exceed five consecutive trading days; and
  - d) Price limit.

#### **11) CONNECTED PERSONS/FIDUCIARIES:**

- a. Designated Persons of the Company shall ensure that all Connected Persons, Fiduciaries and other Insiders, including those who provide any services or supply goods to the Company or *vice-versa*, whether or not, pursuant to a written contract or a purchase order and who have access to UPSI or are reasonably expected to have such access to UPSI, execute an undertaking in the format prescribed under this Code.
- b. Designated Persons who are employees of the Company, shall deal / engage only those Connected Persons, Fiduciaries or Insiders who have in place a Code of Conduct to Regulate,



Monitor and Report Trading in Securities of the Company by the Designated Persons and Immediate Relatives of Designated Persons in compliance with Schedule C to the Insider Trading Regulations.

- c. Designated Persons who are employees of the Company shall ensure that a confidentiality / non-disclosure agreement shall be entered into by the Company with Connected Persons, Fiduciaries and Insiders prior to sharing any UPSI. The sharing of such information shall be in accordance with “Policy for determination of Legitimate Purpose” as part of “Allcargo Gati Limited - Code of Practices and Procedures for Fair Disclosure of UPSI”.

## **12) DISCLOSURES / REPORTING REQUIREMENTS FOR TRADING IN SECURITIES:**

### **a. Continual Disclosure:**

Every Promoter, member of the Promoter Group, Director and Designated Person of the Company shall disclose to the Company, the number of Securities acquired or disposed off, if the value of the Securities Traded, whether in one transaction or a series of transactions over any financial quarter, aggregates to Traded value in excess of Rs. 10,00,000/- (Indian Rupees Ten Lakhs) or such other limit as may be prescribed under the Insider Trading Regulations, within 2 (two) Trading Days of such Trade. The Compliance Officer shall notify the particulars of such trading to the Stock Exchanges within 2 (two) Trading Days of receipt of such disclosures or from becoming aware of such information. It is hereby clarified that the disclosure of the incremental Trades after any disclosure under this clause, shall be made when the Trades effected after the prior disclosure cross the limits specified above.

### **b. Initial Disclosure:**

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 must disclose to the Compliance Officer the details as specified in the format prescribed under this Code and an initial undertaking in the format prescribed under this Code, within 7 (seven) days of such appointment or becoming a Promoter

### **c. Annual Disclosure:**

All Designated Persons must make an annual disclosure of the number of Securities held as on 31<sup>st</sup> March each year by them including details of purchase / sale of Securities during the financial year to the Compliance Officer. This disclosure must be made in the format prescribed under this Code within 30 (thirty) days from the close of each financial year, in electronic or physical form.

- d. The Compliance Officer will maintain records in either physical or electronic form, of all disclosures and declarations made by the Directors, Promoters, members of the Promoter Group, Key Managerial Personnel and such other Designated or Connected Person for a minimum period of five years.
- e. The Compliance Officer, in addition to the above, may at his/her discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the company at such frequency as he / she may deem fit, in order to monitor compliance with this Code and the Insider Trading Regulations.

## **13) SUMMARY OF OBLIGATIONS OF DESIGNATED PERSONS / PRESCRIBED FORMAT:**

All Designated Persons shall ensure compliance with this Code and the Insider Trading Regulations and shall be subject to the obligations summarized below:

SL. No.	Obligations	Time Frame	Format of Disclosure
1.	Initial disclosure by Promoter, member of the Promoter Group, Key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Promoter, key managerial personnel and Director	<b>Form B</b>
2.	Continual disclosure of number of Securities acquired or disposed of whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000 (Indian Rupees Ten lakh).	Within 2 (two) Trading Days of such transaction	<b>Form C</b>
3.	Disclosure of transactions by Connected Persons as identified by the Company in accordance with Reg 7(3) of Insider Trading Regulations.	At such frequency as may be determined by the Compliance Officer	<b>Form D</b>
4.	Application for pre-clearance of Trades	-	<b>Form E</b>
5.	Declaration that the Designated Persons is not in possession of UPSI.	Along with the application of pre-clearance	<b>Form F</b>
6.	Annual Disclosure in respect to the acquisition/disposal of securities	Within 30 days from the end of financial year	<b>Form G</b>
7.	Disclosure on completion of the pre-cleared Trade.	2 (two) Trading Days of completion of Trade	<b>Form H</b>
8.	Initial disclosure by Designated Persons other than Promoter, member of the Promoter Group, key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Designated Person	<b>Form I</b>
9.	Annual disclosure at the end of the financial year by Designated Persons in respect of the number of Securities held by such Designated Persons.	Within 30 (thirty) days from the end of the financial year.	<b>Form I</b>
10.	Disclosure of names and PANs or any other information required of the Designated Person and: (i) Immediate Relatives, (ii) persons with whom such Designated Person shares a Material Financial Relationship; and (ii) phone and mobile numbers used.	At the beginning of every financial year and as and when the information provided changes.	<b>Form I</b>
11.	Disclosure of names of educational institutions from which Designated Persons have graduated and names of their past employers.	1 (one) time basis and within seven (7) days of becoming a Designated Person.	<b>Form I</b>
12.	Disclosure of the non-compliance and violation of this Code & the Regulations to Stock Exchanges.	Pursuant to the decision of the Board of Directors	<b>Form J</b>

13.	Refrain from obtaining, communicating, causing such communication or otherwise passing directly or indirectly any UPSI to Insiders and their Immediate Relatives except for Legitimate Purposes and on need-to-know basis.	All times	<b>N. A.</b>
14.	Verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades and ensure that no Securities of the Company are traded during the Closure Period and advise Immediate Relatives to stop Trading Securities of the Company during Closure Period.	N. A.	<b>N. A.</b>
15.	Formulation of Trading plan in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force for Trading of Securities of the Company	N. A.	<b>N. A.</b>
16.	Obtaining approval of Trading Plan	Prior to disclosure of Trading Plan to the Stock Exchanges. Trading plan shall be disclosed 6 (six) months prior to trading.	<b>N. A.</b>

**14) PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:**

1. Every Designated Person and Insider shall be individually responsible for complying with the provisions of this Code to the extent applicable to them.
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 employee stock option / employee stock appreciation rights 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 hereto and maintain database of the violation that would entail initiation of appropriate action against them.

Any amount collected under this Section 14, shall be remitted to the Investor Protection and Education Fund administered by the SEBI under the Act.

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

**15) INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:**

The Managing Director in consultation with the Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the Gati Code and the Insider Trading Regulation, including ensuring inter-alia the following:

- a. Identification of employees having access to UPSI as Designated Persons and updation of necessary information pertaining to these Designated Persons in the Digital Database of the Company;
- b. Identification, preservation and maintenance of confidentiality of UPSI until it becomes Generally Available Information in accordance with the Insider Trading Regulations;
- c. Restriction on communication and procurement of UPSI as per this Code and the Insider Trading Regulations;
- d. Maintenance of Digital Database containing names of all Designated Persons and other persons with whom UPSI is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom UPSI is

shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation;

- e. Compliance of this Code and Insider Trading Regulations;
- f. Periodic reporting to Audit Committee and the Board; and
- g. Any other matter required for compliance with the Insider Trading Regulations.

**16) POLICY ON INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

The Company shall have a written policy (part of whistle blower policy) setting out the process to be followed in the event of leak of UPSI or suspected leak of UPSI. The Compliance Officer shall inform promptly of such leaks, inquiries and results of such inquiries to Audit Committee and Board in accordance with such Policy.

**17) PROTECTION OF THE INFORMANT UNDER THE INSIDER TRADING REGULATIONS:**

The Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of: (i) filing a Voluntary Information Disclosure Form; (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from cooperating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI.

\*\*\*\*\*

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a director/KMP/Promoter/Member of Promoter Group]**

Name of the Company: ALLCARGO GATI LIMITED

ISIN of the Company: INE152B01027

**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 Director/KMP OR Date of becoming Promoter/member of promoter group	Securities held at the time of becoming Promoter/Member of Promoter Group or appointment of Director/KMP		% 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 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 becoming Promoter/member of promoter group or appointment of Director/KMP			Open Interest of the Option contracts held at the time of becoming Promoter/member of promoter group or appointment of Director/KMP		
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:



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



**FORM D (Indicative format)**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Connected Persons or class thereof as identified by the Company**

**Details of trading in securities by other connected persons as identified by the company:**

Name, PAN No., CIN/DIN & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares, specify		Date of intimation to company	Mode of Acquisition/disposal (on market rights/preferential offer/off market inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. Shares, Warrants, Convertible Debenture, Rights Entitlement etc.)	No. and % of Shareholding	Type of security (For eg. Shares, Warrants, Convertible Debenture, Rights Entitlement etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation)	Type of security (For eg. Shares, Warrants, Convertible Debenture, Rights Entitlement etc.)	No.	From	To			
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 securities 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 E**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**

To  
**The Compliance Officer**  
**Allcargo Gati Limited**  
4th Floor, B Wing, Allcargo  
House, CST Road, Kalina  
Santacruz (East), Mumbai –  
400098, Maharashtra, India

Dear Sir/Ma'am,

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

In accordance with the Code for trading in the Securities of Allcargo Gati 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:

<b>Name</b>	<b>Transaction (Sale/Purchase/Others)</b>	<b>Regd. Folio No. DP ID Client ID</b>	<b>No. of Shares intended to be traded</b>	<b>Current market Price per Share (as on date of application)</b>

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** : \_\_\_\_\_  
**Name of Compliance Officer** : \_\_\_\_\_

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

**Format of undertaking to be accompanied with the application for Pre-Clearance**

To  
**The Compliance Officer**  
**Allcargo Gati Limited**  
4th Floor, B Wing, Allcargo  
House, CST Road, Kalina  
Santacruz (East), Mumbai –  
400098, Maharashtra, India

**Dear Sir/Ma'am,**  
**Sub – Undertaking**

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

In accordance with the Code for trading in the Securities of Allcargo Gati 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 G**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Annual Disclosure**

To  
**The Compliance Officer**  
**Allcargo Gati Limited**  
4th Floor, B Wing,  
Allcargo House, CST  
Road, Kalina Santacruz  
(East), Mumbai –  
400098, Maharashtra,  
India

**Dear Sir/Ma'am,**  
**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 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 transfer etc.	Holding as on March 31, _____	Exchange on which the trade was executed
		Type of security (Shares, Warrants, Convertible Debenture, Rights Entitlements etc.	No.	Type of security (Shares, Warrants, Convertible Debenture, Rights Entitlement etc.	No.	Pre-Transaction	Post-Transaction	From	To			
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:

Place:

Date:

**FORM H**  
**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**

**Allcargo Gati Limited**

4th Floor, B Wing,

Allcargo House, CST

Road, Kalina Santacruz

(East), Mumbai –

400098, Maharashtra,

India.

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)

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

Thanking you.

Yours sincerely,

Signature

Name:

Designation:

Place:

Date:



**Form I**

**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**

**Allcargo Gati Limited**

4th Floor, B Wing, Allcargo

House, CST Road, Kalina

Santacruz (East), Mumbai –

400098, Maharashtra, India

**Sub –Disclosure**

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

A. Details of Designated Person

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

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

<b>Name of the Immediate Relative(s)</b>	<b>PAN No</b>	<b>Phone, Mobile and Cell Number</b>

<b>Name of the Persons with whom Designated Person shares a Material Financial Relationship*</b>		

\*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 J**  
**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	<b>A. Details of Designated Person (DP)</b>	
	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>B. If Reporting is for immediate relative of DP</b>	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	<b>C. Details of transaction(s)</b>	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	<b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar Quarter</b>	
	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: <table border="1" data-bbox="411 451 1222 727"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction Amount (in Rs.)</td> <td></td> </tr> </tbody> </table> In case of Demand Draft (DD): <table border="1" data-bbox="411 834 1222 1029"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank Name and branch</td> <td></td> </tr> <tr> <td>DD Number</td> <td></td> </tr> <tr> <td>DD date</td> <td></td> </tr> <tr> <td>DD amount (in Rs.)</td> <td></td> </tr> </tbody> </table>	Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in Rs.)		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in Rs.)	
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9	Any other relevant information																						

Date:

Place:

Yours faithfully,

**Name and signature of Compliance Officer**

PAN:

Email id: