THE CODE OF INTERNAL PROCEDURES AND CONDUCT FOR

PROHIBITION OF INSIDER TRADING IN DEALING WITH THE SECURITIES

AND

CODE REGARDING PRACTICE & PROCEDURE

FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

RITES LIMITED

(A Govt. of India Enterprise)

Regd. Office:

Scope Minar, Laxmi Nagar, Delhi – 110092

RITES LIMITED

THE CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PROHIBITION OF INSIDER TRADING IN DEALING WITH THE SECURITIES

CHAPTER–I

1. PRELIMINARY

(a) This code shall be called "The Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of RITES Limited" (hereinafter referred to as the “Code”).

(b) It came into force with effect from the date of approval of the Board of Directors of RITES Limited in its meeting dated 20th November, 2017. It has been amended by the Board of Directors and the amendment became effective from April 01, 2019. This Code has been further amended and approved by Board of Directors on May 14, 2025.

2. Definitions:

2.1. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of1992);

2.2. “**Board**” means the Securities and Exchange Board of India;

2.3. **"Board of Directors'** means the Board of Directors of the Company;

2.4. **"Company"** means RITES Limited **(“RITES”).**

2.5. “**Compliance Officer**” means Company Secretary of RITES unless any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of RITES ("**Board of Directors**”);

2.6. The term “financially literate” shall means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

2.7. "**Connected Person"** means:

1) any person who is or has during the six months prior to the concerned act been associated with RITES, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of RITES or holds any position including a professional or business relationship between himself and RITES whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

2) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) 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 Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
(i) a banker of RITES; or
(j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of RITES or his relative or banker of RITES, has more than ten percent of the holding or interest.
(k) a firm or its partner or its employee in which a connected person specified in sub-clause (1) of clause 2.7 is also a partner; or
(l) a person sharing household or residence with a connected person specified in sub-clause (1) of clause 2.7.

2.8. "**Designated Persons**" shall include

(i) Promoters;
(ii) All members of the Board of Directors, all executives of RITES of the level of Executive Directors and Vertical Heads including Chief Vigilance Officer;
(iii) Key Managerial Personnel of the Company;

(iv) All key executives as identified by the Chairman & Managing Director of the Company from time to time;

(v) All employees of the offices of Chairman & Managing Director and all the Functional Directors of RITES;

(vi) All employees working in Central Accounts Department (including the employees from IT working in compilation of accounts, and IT employees those who may have access to financial information) of RITES and its subsidiaries, Taxation, Company Secretary Department and Strategy & Corporate Communications;

(vii) Such other employees of the Company including employees on deputation to subsidiary companies or associate companies that may be notified by the Compliance Officer from time to time with the approval of Chairman & Managing Director of the Company;

2.9. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

2.10. "**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;

2.11. "**Insider"** means any person who is:

(i) a Connected Person; or

(ii) in possession of or having access to unpublished price sensitive information.

2.12. "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

2.13. "**Promoter/Promoter Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

2.14. "**Regulations**" means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

2.15. Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.

2.16. "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

2.17. "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in securities of RITES, and "trade" shall be construed accordingly.

2.18. "**Trading Day**" means a day on which the recognized stock exchange are open for Trading.

2.19. "Unpublished Price Sensitive Information" means any information, relating to RITES or its securities, 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:

(i). Financial results;
(ii). Dividends;
(iii). Change in capital structure;
(iv). 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;
(v). Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(vi). change in rating(s), other than ESG rating(s);
(vii). fund raising proposed to be undertaken;
(viii). agreements, by whatever name called, which may impact the management or control of the company;
(ix). fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(x). resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
(xi). admission of winding-up petition filed by any party /creditors 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;
(xii). 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;
(xiii). 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;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Words and expressions used and not defined in the Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

CHAPTER – II

APPLICABILITY

3. This Code shall apply to all Designated Persons & their Immediate Relatives and Insiders mentioned in this Code of Conduct.

CHAPTER –III

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

4. Communication or procurement of Unpublished Price Sensitive information

4.1. No Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to RITES or securities of RITES or securities proposed to be listed by RITES, to any person including other insiders, except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

4.2. No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to RITES or securities of RITES or securities proposed to be listed by RITES, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

4.3. Notwithstanding anything contained in this Code, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the Regulations**.**

5. Trading by Insiders and non-individual Insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.

6. Trading Plans

6.1 An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 Such trading plan shall: –

(i) not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

(ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) set out following parameters for each trade to be executed:

a. either the value of trade to be effected or the number of securities to be traded;

b. nature of the trade;

c. either specific date or time period not exceeding five consecutive trading days;

d. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

(i) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

(ii) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

1. While the parameters in sub-clauses (a), (b) and (c) shall be mandatorily mentioned for each trade, the parameter in sub-clause (d) shall be optional.
2. The price limit in sub-clause (d) shall be rounded off to the nearest numeral.
3. Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

(iv) not entail Trading in securities for market abuse.

6.3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and 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 the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

6.4. The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (d) of clause (iii) 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.

6.5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

CHAPTER –IV

DISCLOSURES OF TRADING BY INSIDERS

7. General provisions

7.1. Every public disclosure under this chapter shall be made in such form as may be specified. The disclosures to be made by any person under this chapter shall include those relating to Trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions. The disclosures of Trading in securities shall also include Trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this chapter. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

7.2 The disclosures made under this chapter shall be maintained by RITES for a minimum period of five years, in such form as may be specified.

8. DISCLOSURES BY CERTAIN PERSONS

8.1. 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 shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in **Appendix -I.**

8.2. Continual Disclosure

i. Every Promoter, member of the promoter group, Designated Person, and Director of the Company shall disclose in **Appendix II** to the Company, the number of Securities acquired or disposed of within 2 (two) Trading Days of such transaction, if the value of Securities traded, whether in one transaction or series of transaction in any calendar quarter, exceeds an aggregate amount of Rs. 10 lakhs.

ii. It is hereby clarified that the value of Securities traded will include the aggregate of purchases as well as sale of Securities. The Company shall notify the particulars of such Trading to the stock exchanges on which the Securities are listed within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

iii. It is also clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

iv. If so, demanded by the Compliance Officer, above referred Persons shall furnish copies of account statements of Securities, or such other document as may reasonably be required by the Compliance Officer, in order to enable him to verify the accuracy of the information furnished and monitor adherence with this Code, by Designated Persons. Such statement or other document is required to be submitted within 7 calendar days of demand or within such extended period as may be allowed by the Compliance Officer.

8.3. Annual Disclosure

Every Designated Person, Promoter, KMP and Director of the Company shall on annual basis, disclose in **Appendix III** to the Company, the details of all holdings in Securities of the Company held by him including statement of holding of their Immediate Relatives on or before April 30 (for year ended March 31).

8.4. The other Connected Person or class of Connected Persons may be required, to make disclosures of holdings and/or Trading in Securities of the Company in the form specified by Company set out at **Appendix-IV ,** and at such frequency as may be determined, by the Compliance Officer from time to time.

CHAPTER–V

9. For the purpose of prompt public disclosure of UPSI, the Company also adopts the **Code Regarding Practice & Procedure for Fair Disclosure of UPSI** set out at **Appendix-XI.**

10. MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company has adopted system of internal controls which mainly consist of the following, to prevent insider trading:

- All Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained by designated persons and others who have knowledge of unpublished price sensitive information per the requirements of the Regulations

- Adequate restriction shall be placed on procurement, communication and sharing of unpublished price sensitive information by designated person and others who have knowledge of Unpublished Price Sensitive Information as required by the Regulations.

- List of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons.

- Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.

- Audit committee shall review at least once in a financial year, compliance with this Code read with Regulations.

- Confidentiality of information and procedures to be adopted. All department of RITES dealing in confidential information shall adopt and put in place suitable measures (which may include providing restricted access controls, passwords, firewalls, biometric access etc) to ensure that the confidential information in their possession does not get disseminated either directly, indirectly, covertly or overtly. Concerned head of the department shall be responsible to ensure that adequate security measures are implemented at all places which handle / deal in such

confidential / Unpublished Price Sensitive Information either frequently or otherwise. All information shall be handled within the organization on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the insider's Legitimate Purposes, performance of duties or discharge of his legal obligations. Due regard to the role and function of the concerned employee shall be had before giving him access to Unpublished Price Sensitive Information, in addition to seniority and professional designation.

- Reporting to audit committee and Board of Directors: The Compliance Officer shall provide a report to the Board of Directors through the audit committee with regard to implementation and operation of this Code periodically and at least once in every financial year.

11. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

11.1 Inquiry for Leakage of UPSI

All UPSI shall be handled on a need-to-know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer/ Company Secretary /Chairman and Managing Director in advance. In case any UPSI is leaked or is suspected to be leaked by any Insider, the company will investigate the matter and collect/ gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will thereafter convene meeting of Audit Committee depending on severity of the matter.

11.2 Process for inquiry: All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by company/ Chief Financial Officer who may at their discretion, consider involving external investigators for the purpose of the investigation. Director (Finance) may ask the concerned Insider to remain present for investigation, discussion etc. and for such investigation task team may ask for personal bank account statement or such other details or documents as it deems fit.

11.3 If an inquiry has been initiated, the relevant intermediaries and Fiduciaries shall co-operate with RITES in connection with such inquiry conducted by RITES.

CHAPTER–VI

12. Trading window

12.1 Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of

accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

Designated Persons of RITES and their Immediate Relatives shall not deal in any transaction involving the purchase or sale of Securities of RITES either in their own name or in the name of their Immediate Relatives during the periods mentioned below, when trading window shall remain closed:

Sr. No	**Events/ Particulars**	**Restrictive Period**	
		From	**To**
A.	Declaration of financial results of first quarter.	To be notified by the Compliance Officer depending upon the date of the board meeting.	
B.	Declaration of Half-yearly financial Results.	To be notified by the Compliance Officer depending upon the date of the board meeting.	
C.	Declaration of first Interim Dividend.	To be decided by Compliance Officer depending upon the record date.	
D.	Declaration of financial results of third quarter.	To be notified by the ComplianceOfficer depending upon the date of the board meeting.	
E.	Declaration of second Interim Dividend.	To be decided by Compliance Officer depending upon the record date.	
F.	Declaration of Annual audited financial results and final dividend.	To be notified by the ComplianceOfficer depending upon the date of the board meeting.	
G.	Any other major events. To be notified by Compliance Officer as and when the relevant proposal is put up to the Board of Directors / committee / competent authority with the approval of CMD.		

Explanation:

(i). The trading window shall be opened 48 hours after the "Unpublished Price Sensitive Information", for which the trading window is closed, becomes generally available.

(ii). The notice of closure and opening of trading window shall be intimated to the stock exchanges and uploaded on the intranet and website of RITES.

12.2 The remaining days of a year other than the days mentioned under 12.1 above shall be called "Valid Trading Window". All Designated Persons of RITES shall conduct their dealings in the Securities of the Company in valid trading window as mentioned above.

12.3 The restrictions mentioned in clause 12.1 above shall not be applicable in respect of following:

(i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations exercise of an option under employee's stock option scheme (ESOS) or ESOPs.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(v) the trades were pursuant to a trading plan set up in accordance with regulation 5.

13. Pre-clearance of Trades

13.1 All Designated Persons who intend to deal in the Securities of RITES either in their own name or in the name of their Immediate Relatives (if the market value of Securities involved in the deal, in aggregate, exceeds Rs. 10 Lakhs) shall obtain preclearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.

It is hereby clarified that the value of Securities traded will include the aggregate of purchases as well as sale of Securities.

13.2 For the purposes of clause 13.1 above, the Designated Persons shall make pre-clearance application to the Compliance Officer in the format given in **Appendix-V**. The application shall indicate the estimated number of Securities that the Designated Persons intends to deal in, the details as to the depository with which he has a security account, the details as to Securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.

13.3 An undertaking shall be executed in favour of RITES by such Designated Persons and their Immediate Relatives. A combined proforma application cum undertaking is annexed to this Code as **Appendix-V**.

13.4 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the preclearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 2 working days from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

13.5 All Designated Persons and their Immediate Relatives shall execute their order in respect of Securities of RITES within seven Trading Days after the approval of pre-clearance is given. If the order is not executed within seven Trading Days after the approval, the Designated Persons and their Immediate Relatives shall obtain fresh preclearance.

13.6 All Designated Persons who buy or sell any number of shares of RITES shall not enter into an opposite transaction i.e. sell or buy any number of shares (including shares allotted in IPO or any other public offer) during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of RITES at any time. The holding period would commence when the Securities are actually allotted.

13.7 In case the sale of Securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard provided that such relaxation does not violate the Regulations.

13.8 Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

14. SPECIAL RESPONSIBILITIES AND RESTRICTIONS ON DESIGNATED PERSONS

The special responsibilities and restrictions imposed on Designated Persons are:

14.1 Furnish the number of Securities of the Company acquired or disposed of within two Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

14.2 Obtain prior clearances of the Compliance Officer before dealing in Securities exceeding such threshold limit as may be notified from time to time.

14.3 Designated Persons shall not communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, to any person including other insiders except where such communication is in of Legitimate Purpose furtherance, performance of duties or discharge of legal obligation.

14.4 Not to pass on any Price Sensitive Information to any person (including but not limited to his or her family members, friends, business associates etc.) directly or indirectly by way of making recommendation for Trading in Company's Securities.

14.5 Not to communicate Price Sensitive Information in situation in which there would be an uncertainty as regards conflict of interest or the possibility of misuse of the information.

14.6 Not to discuss or disclose Price Sensitive Information in public places.

14.7 Not to disclose Price Sensitive Information to any Employee who does not need to know the information for discharging his or her duties or responsibilities.

14.8 Not to apply for pre-clearance and trade plan when in possession of Unpublished Price Sensitive Information even though the closed period is not notified till such time the Unpublished Price Sensitive Information becomes generally available.

14.9 Not to execute contra trade within a period of 6 months from the date of last transaction either by self or through Immediate Relatives. Provided that this restriction shall not be applicable for trades pursuant to exercise of stock options.

14.10 Designated Persons shall disclose the names, PAN or other identifier authorized by law, phone, mobile and cell numbers used by them, the Immediate Relatives as well as persons with whom such designated person(s) shares a material financial relationship in the format annexed as **"Appendix III**" on an annual basis and as and when the information changes;

The term “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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

14.11 Designated Persons shall disclose the names of educational institutions from which designated persons have graduated and names of their past employers on a one time basis.

14.12 If the contra trade are executed in violate on of this provision, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

Such persons may however apply to the Compliance Officer in for waiver of the restriction on contra trade, if there is a need to sell the said Securities due to personal emergency.

14.13 Every Designated Person is required to maintain strict confidentiality of all Unpublished Price Sensitive Information and prohibited from passing on such information to any person directly or indirectly. Attention is specifically drawn to Regulation 3(i) of the Regulations, which prohibits an Insider to communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company or its Securities listed or proposed to be listed.

All data, documents, information, forms, records, files (physical as well as soft files) are required to be kept se cure and confidential by all the Designated Persons. All information within the organization shall be handled on need-to-know basis.

When a person who has traded in Securities has been in possession of Unpublished Price Sensitive Information, his/her trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the said person may prove his innocence by demonstrating the circumstances including the following:

- **(i)** the Trading was off-market *inter-se* transfer between Insiders,
- **(ii)** both parties had made a conscious and informed trade decision
- **(iii)** Unpublished Price Sensitive Information was not obtained under regulation 3(3) of the Regulations
- **(iv)** The Insider shall report the trade to RITES within 2 working days and RITES shall further notify the particulars of the same to the stock exchanges where the Securities are listed within 2 Trading Days from the receipt of information or from becoming aware of the information.

15. Maintenance of Records & Registers:

The Compliance Officer shall maintain:

15.1 Register of the periods of "Closure of Trading Window", wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of trading window is given at **Appendix-VI**.

15.2 Register of pre-clearance of Trading of Securities and record therein the name and designation of the Designated Persons submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of Securities, consideration value, name of the dependent family member if the transaction is in the name of the dependent family member and date & details of the actual transaction. A proforma of the register of pre-clearance of Trading is given at **Appendix-VII**.

15.3 Register of waiver of restriction on holding investment in the Securities of RITES and shall record thereon the name of the Designated Persons/details of Securities for which waiver is granted, date of waiver and the ground of the waiver. A proforma of the register of waiver is given at **Appendix-VIII**.

15.4 Register of Designated Person as per proforma given at **Appendix-IX**. However, the Company may maintain Register of Designated Person electronically.

15.5 Records of all the declarations in the appropriate form given by the Designated Persons and their dependents for a minimum period of three years.

15.6 On the basis of initial disclosure, continual disclosure and annual disclosure received under sub-clause 8 above, a "Register for disclosure of shareholding by Designated Person to be maintained in the proforma given at **Appendix-X**.

16. Penalty for contravention of Code: Any director/ officer designated employee who trades in Securities of RITES or communicates any information for Trading in Securities of RITES in contravention of this Code may be penalized and appropriate action for this misconduct may be taken by the competent authority as defined under Conduct, Discipline and Appeal Rules (CDA) of RITES. Directors, Officers and employees of RITES who violate the Code shall also be subject to disciplinary action by the Competent Authority.

In case, the following violations of the PIT Regulations, 2015 and the CODE are observed, the following standard penalties will be imposed on the insider

Sr. No.	Violation	Penalty
1.	**Trade during trading window applicability** Dealing in any transaction involving purchase or sale of securities of RITES either in their own name (i.e. Insiders) or in the name of their immediate relative, when the trading window remains closed	Rs. 5000/-
2.	**Contra Trade** In case of, entering into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction	Rs. 5000/- or actual profit, whichever is higher
3.	**Violation of both above** In case of violation of both above in one single transaction. (For e.g. A designated employee enters into the Contra Trade at the time of closure of trading window).	Rs.7,500/- or actual profit, whichever is higher

Further, the amount of penalty imposed shall be charged from the salary / outstanding bills of the insiders directly and be deposited on monthly basis in the Investor Protection and Education Fund (IPEF) A/C of SEBI.

17. Power of Board: The action by RITES shall not preclude Board and other authorities from taking any action in case of violation of Regulations.

18. Information to Board in case of violation of Regulations: If RITES/Compliance Officer observes any violation of Regulations, the Compliance Officer shall inform the Board of such violation after obtaining the approval of the Audit Committee.

Appendix – I (Initial Disclosure)

(In terms of clause 8.1(b) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of RITES Limited)

Name of the Company: **RITES Limited**
ISIN of the Company: INE320J01015

Details of Securities held on being appointed as Key Managerial Personnel or Director or Designated Person or upon becoming a Promoter or such other person as mentioned in regulation 8.1(b).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters, Key Managerial Personnel (KMP)/ Director /)	Date of appointment of Director/KMP / or Date of becoming promoter	Securities held at the time of becoming Promoters, appointment of Key Managerial Personnel (KMP)/ Director		% of Share-holding	Open interest of future contracts held at the time of becoming Promoters, appointment of Key Managerial Personnel (KMP)/ Director		Open interest of option contracts held at the time of becoming Promoters, appointment of Key Managerial Personnel (KMP)/ Director	
			Type of Security (for eg- Shares, Warrants, Convertible Debentures etc)	Nos.		Number of units (Contracts * Lot size)	Notional value in Rupee terms	Number of units (Contracts * Lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Signature:
Designation:

Date:
Place:

Appendix – II (Continual Disclosure)

(In terms of clause 8.2(a) of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of RITES Limited)

Name of the Company: **RITES Limited**
ISIN of the Company: INE320J01015

Name, PAN No., CIN/DIN & Address of Promoter/Director / Designated Persons with contact nos.	Category of Person (Promoters, Director /Immediate Relative/Others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public /rights/ preferential offer/off market)	Trading in derivatives (specify type of contract, futures or options etc.)				Exchange on which the trade was executed
												Buy		Sell		
		Type of Security (for e.g.- Shares, Warrants, Convertible Debentures etc.)	Nos.	Type of Security (for e.g.- Shares, Warrants, Convertible Debentures etc.)	Nos.	Pre-transaction	Post transaction	from	to			Value	No of Units (contracts * lot size)	Value	No of Units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Signature:
Designation:

Date:
Place:

Appendix – III (Annual Disclosure)

Disclosure by the Designated Persons

(Annual Disclosure of Securities held by Promoter, Key Managerial Personnel, Director and Designated Persons and Immediate Relatives (as per clause 8.3 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of RITES Limited)

To,
The Compliance Officer,
RITES Limited,
Scope Minar, Laxmi Nagar,
Delhi-110092, India

Sub: Disclosure of Trading in Securities of RITES Ltd. during the year ended March 31, _____ and holding of Securities of RITES as on that date.

Dear Sir,

Pursuant to the Code, I hereby disclose Trading in Securities of RITES during the year ended March 31, _____ and holding as on that date.

I. Details of the Designated Person:

S.No.	Particulars	Disclosure	
a.	Name		
b.	Designation		
c.	PAN		
d.	Other Identifier Type & No		
e.	E-mail Id		
f.	Telephone/Mobile No.		
Qualification(s) & Educational Institution(s):			
g.	Qualification	Educational Institute	Year
h.	Name(s) of Past Employer(s)		

II. Disclosure of Securities by Promoter, KMP, Director and Designated Persons

Type of Securities	Number of Securities held as on year ended March 31, ____	Number of Securities bought during the year	Number of Securities sold during the year	Number of Securities held as on year ended March 31, ____	Demat Account Number (DP ID & Client ID)
Equity					

III. Details of my immediate relatives are as under. ("Immediate Relative" means such individuals as defined under clause 2.8 of the Code) and person with whom a material financial relationship exists in terms of clause 14.10 of the Code

Sr. No.	Name of Immediate Relative/ person whom a material Financial relationship exists	Relationship	PAN	Telephone / Mobile No.

IV. Disclosure of Securities by Immediate Relative of Director, KMP and Designated Persons

Type of Securities	Number of Securities held as on year ended March 31, ____	Number Of Securities bought during the year	Number of Securities sold during the year	Number of Securities held as on year ended March 31, _____	Demat Account Number (DP ID & Client ID)
Equity					

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as mentioned in Code of Conduct of RITES Limited ("the Company"), I, _____ hereby undertake/declare that:

1. I/ my Immediate Relative(s) any of whom is either dependent financially on me or consults me in taking decisions relating to trading in securities have not executed intraday contra trade or intra week contra trade in the securities of the Company.

2. I/my Immediate Relative(s) have not contravened the Company's Code as notified by the Company from time to time.

3. I have made full and true disclosure in the matter.

4. I hereby declare that the above details are complete and correct. I further declare that I have complied with the provisions of Code. I am fully aware about consequences in case of any non-compliance by me and shall be responsible for any action/inaction.

Signature: **Date:**

Name: **Place:**

Employee Id:

Department:

Appendix – IV

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Disclosure by Other Connected Persons as identified by the Company

Name of the Company:
ISIN of the Company:

Details of trading in Securities by other Connected Persons as identified by the Company

Name, PAN, 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/ disposal of shares, specify		Date of intimation to Company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of Securities (For eg. – Shares, Warrants, Convertible Debenture, Rights entitlements etc.)	No. and % of share holding	Type of Securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ sale Pledge / Revocation / Invocation/ Others- please specify)	Type of Securities (For eg. – Shares, Warrants, Convertible Debenture, Rights entitlement, etc.)	No. and % of share holding	From	To			

Note: (i) *"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 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		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

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

Date:
Place:

Signature:
Name:

APPENDIX –V

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 13.3 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of RITES Limited)

To
The Compliance Officer
RITES Limited
Scope Minar, Laxmi Nagar,
New Delhi - 110 092,
India

Dear Sir,

I, Shri /Smt._____ , a Designated Person of RITES Limited intend to carry out transaction(s) in the shares of RITES Limited as per the details given below: -

Name & Designation of the Designated Persons:

Department of Designated Persons:

Date of Joining / becoming Designated Person:

Sr. No.	No. of Securities held	Folio No./ DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt	Estimated Consideration Value	Whether proposed Transaction is in the name of self or in the name of Immediate Relative	Name of the Immediate Relative/ relationship, if the transaction is in the name(s) of the Immediate Relative(s)	Current market price (as on date of this application)	Whether the proposed transaction will be through Stock Exchange i.e. market or off-market deal	Folio No./ DP ID/ Client ID No. where the securities will be credited/ debited
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)

UNDERTAKING

In this connection I solemnly confirm and declare:

(a) THAT I do not have access and/or have not received any Unpublished Price Sensitive Information up to the time of signing the undertaking;

(b) THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the Securities of RITES till the time such information becomes public;

(c) THAT I have not contravened the Code of Conduct for Prohibition of Insider Trading as notified by RITES from time to time.

(d) THAT I hereby confirm that I abide by the provisions of Clause 13.6 of the Code with regard to time norms for holding/buying/selling securities I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief. Pre-clearance may kindly be accorded in terms of Clause 13 of the Code.

Signature:

Date:

Name:

Place:

Designation:

Appendix - VI

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

Sr. No.	Purpose	Date of notifying closure of	Start date of closure of trading	Date of notifying opening of trading window	Date of Opening of trading window	Remarks

Appendix - VII

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

Sr. No.	Name	Designation	Department	Date & time of receipt of pre-clearance application	Nature of transaction (purchase or sale)	Estimated number of Securities indicated in the application	Estimated consideration value indicated in the application	Name of the dependent if the transaction is in the name of the dependent family member	Date of communication of clearance by the Compliance Officer	Reason for non-clearance, if not cleared	Date of placing before the committee	Number of Securities actually traded, if intimated	Remarks

Appendix – VIII

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES

Sr. No.	Name	Designation	Department	Name of the dependent,if the shares held in the name of dependent	Number of shares	Consideration value	Reasons for waiver	Date of waiver	Remarks

Appendix- IX

REGISTER OF DESIGNATED PERSONS

Sr. No	Name	Designation	Department	Employee code	Date of joining RITES	Date of becoming Designated Person	Date	Remarks

Appendix X

REGISTER OF DISCLOSURE OF SHAREHOLDING BY DESIGNATED PERSONS

Name & Designation of the Designated Person:

Department of Designated Person:

Date of joining/ becoming Designated Person:

Sr. No	Initial disclosure					Change in holding					
	Date of receipt of information	No. of Securities (RITES)	Date of acquisition	Consideration Value (Rs.)	Name of the Immediate Relative/ Relationship if Securities held in the name of Immediate Relative	Date of receipt of information	No. of Securities	Date of transaction	Nature transaction (purchase/ sale)	Consideration Value (Rs.)	Name of the Immediate Relative/ relationship

Sr. No.	Year end disclosure				
	Date of receipt of information	Number of Securities	Aggregate value (Rs)	Name of the Immediate Relative/ relationship if securities held in the name of dependent	Remarks

Appendix-XI

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

RITES shall

(i) Make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

(ii) Ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.

(iii) Compliance Officer / chief investor relations officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

(iv) Ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(v) Endeavour appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

(vi) Ensure that the information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

(vii) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

(viii) Ensure that all Unpublished Price Sensitive Information are handled on a need – to-know basis.

(ix) Ensure that Insiders share Unpublished Price Sensitive Information, in the ordinary course of business, with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, provided that such sharing is for Legitimate Purposes.

(x) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks such as time stamping and audit trails will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said Legitimate Purposes and to ensure non tampering of the database.

(xi) Due notice shall be given to those insiders who are in receipt of Unpublished Price Sensitive Information pursuant to Legitimate Purposes to ensure confidentiality of Unpublished Price Sensitive Information shared by them.

Chief Investor Relation Officer shall ensure that the principles of fair disclosures of Unpublished Price Sensitive Information are adopted and adhered to before issuance of any press release or during interactions with media, analysts and other investor relations conferences etc.