



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड
RailTel Corporation of India Limited

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION FOR PREVENTION OF INSIDER
TRADING**

**{Pursuant to Regulation 8(1) of SEBI (PROHIBITION OF INSIDER TRADING)
Regulations, 2015}**

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR PREVENTION OF INSIDER TRADING

1. Overseeing and coordinating disclosure

Chief Investor Relation Officer (CIRO) shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this Code of Corporate Fair Disclosure Practices for Prevention of Insider Trading as required under Schedule A read with sub-regulation (1) of regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Chief Investor Relation Officer with the approval of the Director (Finance) shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive information to stock exchanges, analysts, shareholders. She/he will also be responsible for vetting the information released to media consistent with information displayed on stock exchanges.

Information disclosure/ dissemination shall be approved in advance by Director (Finance).

If information is accidentally disclosed without prior approval, the person responsible may inform the Chief Investor Relation Officer immediately, even if the information is not considered price sensitive.

2. Responding to market rumours

The Chief Investor Relation Officer shall respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relation Officer shall be also responsible for deciding in consultation, with the Director (Finance) and /or the Chairman & Managing Director, if deemed necessary, as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

3. Timely reporting of shareholdings/ ownership and changes in ownership

The Compliance Officer shall responsible for ensuring that disclosures of shareholding /ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner. The Compliance Officer shall ensure that the Company complies with the disclosure requirements.

4. Disclosure/ dissemination of Unpublished price sensitive information with special reference to analysts, institutional investors

Other than the Directors no person, except those authorized by the Chief Investor Relation Officer shall disclose any information relating to the Company's securities to analysts/research persons and institutional investors. The Directors shall include the Chief Investor Relation Officer in handling Unpublished Price Sensitive Information.

All the Officers, other than the Designated Employees and Directors of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

A. Sharing of non-public information:

Directors/ other Officers authorized by the Director (Finance) shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to do so shall provide such information in consultation with the Chief Investor Relation Officer in advance. The Chief Investor Relation Officer in such cases shall ensure that the information provided to the analyst/research person/investor is simultaneously made public at the earliest.

B. Handling of unanticipated questions:

The Chief Investor Relation Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the Chairman & Managing Director. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the Chief Investor Relation Officer shall report the same to the Director (Finance) and Chairman & Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Chief Investor Relation Officer after dissemination of such Unpublished Price sensitive Information aforesaid, respond to such unanticipated questions.

The Directors/ employees shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

C. Recording of discussion:

All the analyst, broker or Institutional investor meetings shall be attended by the Chief Investor Relation Officer and another senior employee(s) of the Company as may be notified by the Chief Investor relation Officer with the approval of the Director (Finance). All the discussion during quarterly con-calls will be recorded and transcripts will be placed on website under "Investor" page.

D. Simultaneous release of Information:

Whenever the Chief Investor Relation Officer proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Chief Investor Relation Officer shall be responsible for vetting of the text of the information to be posted on the Company's website with the approval of the Director (Finance) and/ or the Chairman & Managing Director.

5. Institutional Mechanism for Prevention of Insider Trading

The Chief Investor Relation Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirement of these regulations to prevent insider trading.

6. Whistle Blower Mechanism to report any leak of Unpublished Price Sensitive Information

In case any employee suspects any leak of unpublished price sensitive information, he may immediately blow the whistle and address the instance to the Chairman and Managing Director of the Company or in exceptional cases i.e. in respect of complaint against officer of E-9 grade to the Chairperson of the Audit Committee, by an email or sealed envelope.

In case of leak of UPSI or suspected leak of UPSI, the Company shall follow policies / procedures for inquiries as mentioned in the policy for procedure of inquiry in case of leak of unpublished price sensitive information of the Company.

7. Policy for Determination of Legitimate Purpose

Legitimate Purpose shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of UPSI, pursuant to Legitimate Purpose, he/she shall be considered an "insider" and due notice shall be given to such persons to maintain confidentiality of such UPSI.

8. Medium of disclosure/ dissemination

The Chief Investor Relation Officer with approval of the Director (Finance) and /or the Chairman & Managing Director shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where Securities of the Company are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website by the Chief Investor Relation Officer. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

The Chief Investor Relation Officer shall mark a copy of the press release to the Corporate Coordination division simultaneously for supplementing the same on Company's website: www.railtel.in

The Information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

9. VERSION

Version	Date of Board Meeting
1.0	09/02/2021
2.0	13/04/2026
