



GODFREY PHILLIPS
— INDIA LIMITED —

GODFREY PHILLIPS INDIA LIMITED

CIN No.:L16004MH1936PLC008587

**CODE OF CONDUCT FOR REGULATION, MONITORING
AND REPORTING OF INSIDER TRADING**

AND

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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE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

(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (effective from 1st April, 2019))



GODFREY PHILLIPS INDIA LIMITED

CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF INSIDER TRADING

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interest of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). Further amended the same vide SEBI notifications dated December 31, 2018, January 21, 2019, and as amended by notifications issued thereafter from time to time.

Regulation 9 of the Regulations requires that Board of Directors of every listed company shall ensure that CEO/MD formulate a code of conduct with their approval to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In the above context, Godfrey Phillips India Limited (the "Company") has formulated this Code as a part of Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting by insider of the Company.

This Code shall apply to all Designated Persons and Connected Persons, as defined in the Code.

1. Definitions

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

1. Authorized Person ("AP") means the persons authorized under Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Board of Directors of the Company for determining the materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s) who are Dr. Bina Modi, Managing Director, Mr. Sharad Aggarwal, Whole Time Director & Chief Executive Officer, Mr. Sunil Agrawal, Chief Financial Officer Mr. Rajeev Kapoor, Sr. Vice President Finance and Mr. Sanjay Gupta, Company Secretary of the Company.
2. "Compliance Officer" means the senior officer so designated 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 implementation of the codes specified under the Regulations under the overall supervision of the Board.

3. “Connected Person” means:

- a. any person who is or has during the six months prior to the concerned act been associated with the Company, 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 the Company or holds any position including a professional or business relationship between himself and the Company 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.
- b. 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,-
 1. an immediate relative of connected persons specified in clause (a); or
 2. a holding company or associate company or subsidiary company; or
 3. an intermediary as specified in Section 12 of the SEBI Act, 1992 or an employee or director thereof; or
 4. an investment company, trustee company, asset management company or an employee or director thereof; or
 5. an official of a stock exchange or of clearing house or corporation; or
 6. 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
 7. 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
 8. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 9. a banker of the Company; or
 10. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

4. “Designated Persons” means: -

- (a) Promoters of the Company;
- (b) Directors of the Company;
- (c) Every employee of the Company and its Material Subsidiary, if any in the grade of General Managers and above;
- (d) Personal Assistants to officers at S.No.(c) including any key financial assistants.



- (e) All other persons, being in any contractual, fiduciary or employment relationship with the Company, 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
 - (f) Any other officer/ employee/ person who may have access to price sensitive information and who is notified by the Compliance Officer shall be included within the purview of Designated person from time to time.
5. "Financially Literate" 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.
 6. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.
 7. "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.
 8. "Informant" means an individual(s), who voluntarily submits to Securities and Exchange Board of India (SEBI) a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
 9. "Insider" means any person who is
 - (i) Designated person(s) & their immediate relatives
 - (ii) a connected person or
 - (iii) in possession of or having access to unpublished price sensitive information.
 10. "irrelevant, vexatious and frivolous information" includes, reporting of information which in the opinion of SEBI, -
 - (i) Does not constitute a violation of insider trading laws; or
 - (ii) Is rendered solely for the purposes of malicious prosecution; or
 - (iii) Is rendered intentionally in an effort to waste the time and resource of SEBI.
 11. "Key Managerial Personnel (KMP)" means a person as defined so under Section 2(51) of the Companies Act, 2013 including any amendment or modification made thereto.
 12. "Legal Representative" means a duly authorised individual who is admitted to the practice of law in India.
 13. "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 prohibition of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14. "Original Information" shall mean any relevant information submitted to SEBI in accordance with SEBI PIT Regulations pertaining to any violation of insider trading laws that is:-
- a) derived from the independent knowledge and analysis of the Informant;
 - b) not known to SEBI from any other source, except where the Informant is the original source of the information;
 - c) is sufficiently specific, credible and timely to –
 - i. commence an examination or inquiry or audit,
 - ii. assist in an ongoing examination or investigation or inquiry or audit,
 - iii. open or re-open an investigation or inquiry, or
 - iv. inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by SEBI;
 - d) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
 - e) not irrelevant or frivolous or vexatious.

Explanation to point (c) - Information shall be considered timely, only if as on the date of receipt of the duly completed Voluntary Information Disclosure Form by SEBI, a period of not more than three (3) years has elapsed since the date on which the first alleged trade constituting violation of insider trading laws was executed.

Explanation – Information which does not in the opinion of SEBI add to the information already possessed by SEBI is not original information.

15. "Promoter" 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 statutory modification thereof for the time being in force.
16. "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 statutory modification thereof for the time being in force.
17. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof for the time being in force, except units of a mutual fund.
18. "Sensitive Transactions" shall mean any proposed/ongoing transaction or activity of and relating to Company and/or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available, is likely to



materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and/or events as mentioned in the definition of UPSI of this code.

19. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.
20. "Unpublished Price Sensitive Information" (UPSI) means any information, relating to the Company 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 and such other transactions;
 - (v) changes in key managerial personnel; and

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the 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.

2. Duties and Responsibilities of the Compliance Officer

- (a) Mr. Sanjay Gupta, Company Secretary has been appointed the Compliance Officer for the purposes of this Code and the Regulations. He shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by Specified Persons.
- (b) He shall report to the Board and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board but not less than once in a year.
- (c) He shall be responsible for:
- i. setting forth policies in consultation with the Chairman / Managing Director;
 - ii. prescribing procedures in connection with the Code;
 - iii. monitoring adherence to the rules specified in the Code for the preservation of UPSI;
 - iv. pre-clearing approvals to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
 - v. implementation of this Code under the overall supervision of the Board.



- (d) He shall maintain a record of all the Designated Persons and also changes to the list from time to time.
- (e) He shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.
- (f) He shall be responsible for the approval of Trading Plans and notifying the same to the stock exchanges on which Securities are listed.
- (g) He shall maintain a record of trading window from time to time.
- (h) He shall assist all employees in addressing any clarifications regarding the Regulations and this Code.

3. Responsibilities of Insider

- (a) The Insider shall maintain confidentiality of all UPSI and shall not communicate, provide, or allow access to any UPSI relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) Insider, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall handle the same on a "need to know" basis. UPSI shall be disclosed only to those persons within the Company who need such information in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations.
- (c) Insider, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall ensure that files containing UPSI are kept secure and computer files containing such UPSI have adequate security of login through a password.
- (d) AP shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company's scrip.
- (e) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that the sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interest of the Company and the information



that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Company's Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For purposes of point (e) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure 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 the above point (e), and shall not otherwise trade in securities of the Company when in possession of UPSI.

4. Restrictions on Insider

(a) No Insider shall –

- i. either on his own behalf, or on behalf of any other person, trade when in possession of any UPSI unless made in accordance with the Trading Plan as enumerated in this Code;
- ii. advise any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. "advice" here shall include recommendations, communications or counseling.

(b) Each Insider shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Insider, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.

(c) No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:

Provided that such agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination.

Provided further that subsisting agreement, if any, as on the date of coming into force of this sub-regulation shall be placed for approval before the Board of Directors in the forthcoming Board meeting.

Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting.



Provided further that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

Explanation - For the purposes of this sub-regulation, interested person' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.

Exceptions to Restrictions on Insider

The trading window restrictions shall not apply in respect of following transactions subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI:

Any Insider may trade in the Company's Securities when in possession of any unpublished price sensitive information provided that the insider may prove his innocence by demonstrating the circumstances including the 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 clause 3 of this code and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under clause 3(e) of this code.

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 clause 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 clause 3(e) of this code.

- 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 submitted by the insider to the Compliance Officer set up in accordance with clause 9 of this code.
- vi) in respect of a pledge of shares for a bonafide purpose such as raising of funds
- vii) transactions which are undertaken in accordance with respective regulations made by the Board 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 SEBI from time to time
- viii) in the case of non-individual insiders:
 - the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

5. Chinese Wall

- (a) To prevent the misuse of confidential price sensitive information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to such confidential information which shall be considered as "sensitive areas", and other departments providing support services which shall be considered as "other areas".
- (b) The employees engaged in the sensitive area shall not communicate any Price-Sensitive Information to anyone in the other area.
- (c) In exceptional circumstances employees from the other areas could be allowed to "cross the wall" and obtain confidential information only on "need- to-know" basis only.



6. Trading Window

- (a) The Compliance Officer shall notify a 'trading window' during which the Designated Persons and Immediate Relatives may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- (b) Designated Persons and their immediate relatives shall not trade in the Company's securities when the trading window is closed.
- (c) Unless otherwise intimated by Compliance officer, 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.
- (d) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons and Immediate Relatives when the Compliance Officer determines that a Designated person or class of Designated Persons and Immediate Relatives can reasonably be expected to have possession of Unpublished Price Sensitive information.
- (e) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

7. Pre-clearance of Trading

- (a) Designated Persons and Immediate Relatives may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per Annexure 1 and an undertaking as per Annexure 2.
- (b) The Compliance Officer shall not approve any proposed Trade by Designated Person and Immediate Relatives if the Compliance Officer determines that such Designated Person and Immediate Relatives is in possession of UPSI even though the trading window is open.
- (c) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person and Immediate Relatives, on the condition that the Trade so approved shall be executed within seven trading days from the date of approval.
- (d) The Designated Person and Immediate Relatives shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.



- (e) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person and Immediate Relatives must secure pre-clearance of the transaction again.
- (f) A Designated Person and Immediate Relatives who trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- (g) The Designated Persons will have to obtain pre-clearance for the following transactions which are undertaken during the closure of Trading Window as per clause 6 above subject to the condition that it meets the threshold provided under clause 7(h).
 - a) Off-market Inter-se transfer between insiders
 - b) Transaction through Block deal window mechanism between insiders
 - c) Transaction due to statutory or regulatory obligations
 - d) Exercising of Stock Options / Stock Grants
- (h) **Nothing in this rule shall apply to any Trade involving a value less than Rs 5 Lakhs or such other amount as may be specified by the Board of Directors from time to time provided the Designated Person and Immediate Relatives is not in possession of UPSI while executing such trade.**

8. Additional trading restriction on Designated persons

- (a) All Designated Persons and Immediate Relatives who trade in the Securities of the Company shall not enter into an opposite transaction during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- (b) In case the sale of Securities of the Company is necessitated by personal emergency, the above referred requirements may be waived by the Compliance Officer after recording his reasons in this regard.

9. Trading Plan

- (a) Designated Persons including Immediate Relatives and Connected Persons 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 in accordance with such plan.

- (b) The trading plan shall:-
- i. not entail commencement of trading earlier than six (6) months from the public disclosure of the plan;
 - ii. not entail trading for the period between the twentieth(20) trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve(12) months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such trading plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer 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 trading 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 and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
- (e) The trading plan once approved shall be irrevocable and the Designated Persons including Immediate Relatives and Connected Persons shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person including Immediate Relatives / Insider at the time of formulation of the plan has not become generally available at the time of the commencement of 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 so as to avoid violation of the Regulations.



- (g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.

10. Disclosure requirements

(a) Initial Disclosure:

- (1) Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter, member of Promoter Group shall disclose his / her including Immediate Relatives 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, as per Form B set out in Annexure 4.

(b) Continual Disclosure:

- (1) Every Promoter, member of Promoter Group, Director and Designated person of the Company and each of their Immediate Relatives shall disclose as per Form C set out Annexure 5 to the Company the number of such securities 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 Rs. Ten lakhs.
- (2) The disclosure shall be made within two working days of:
- i. the receipt of intimation of allotment of shares, or
 - ii. the acquisition or sale of shares or voting rights, as the case may be.

(c) Disclosure to the Stock Exchange:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

(d) Disclosures by other Connected Persons.

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in Annexure 6 at such frequency as he may determine.

- 11. Policy for determination of Legitimate Purposes** The Board of Directors have formulated a Policy for determination of "Legitimate purposes" for sharing UPSI" as a part of "Codes of Fair Disclosure and Conduct" which is specified in Schedule I to this Code.



12. Mechanism for prevention of Insider Trading

The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of unpublished price sensitive information.

- (a) All employees who have access to unpublished price sensitive information are identified as designated employee;
- (b) All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained by the designated employee and others who have knowledge of unpublished price sensitive information as per the requirements of these regulations;
- (c) Adequate restrictions shall be placed on communication, procurement and sharing of unpublished price sensitive information by designated employee and others who have knowledge of unpublished price sensitive information as required by these regulations;
- (d) Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- (e) Audit Committee shall review compliance with the provisions of this code and PIT Regulations atleast once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

13. Documents to be shared by Designated Person with the Company

Annual Disclosure and Continual Disclosure

The Designated person shall disclose the following information in a format as set out in Annexure 7 on an annual basis, to the Company within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 30 days of such change;

- (i) Permanent Account Number or any other identifier authorized by law, Phone, mobile and cell number of Designated Person
- (ii) Name of Immediate Relatives
- (iii) persons with whom such designated person(s) shares a Material Financial Relationship
- (iv) Permanent Account Number or any other identifier authorized by law of (ii) & (iii)
- (v) Phone, mobile and cell numbers of (ii) & (iii)
- (vi) Holding of their Securities including immediate relatives (required to be furnished only on an annual basis).



In addition, the name of educational institutions from which designated persons have graduated and name of their past employers shall also be disclosed on a one time basis.

Explanation: 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 loan/gift from a designated person during immediate preceding 12 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.

14. Digital Database

The Board of Directors shall ensure that a structured digital database is maintained in accordance with the Regulations containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight (8) years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

15. Process to be followed in sensitive transaction(s)

A. In case of Specific Transaction(s)

The Chief Financial Officer/Company Secretary shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

B. In general

Necessary documentation with respect to Non-disclosure of inside information shall be executed with every incoming/existing employee of the Company.



16. Penalty for Insider Trading

(I) Penalty imposed by the Company:

- (a) An Insider who acts in contravention of this code/regulations/rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- (b) An Insider who violates these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination.

Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund or in such other method administered and directed by SEBI under the Act time to time.

- (c) The stock exchange(s) where the concerned securities are traded would also be informed of the violation of these Rules so that appropriate action may be taken in such form and such manner as may be specified by SEBI from time to time.

(II) PENALTIES FOR NON-COMPLIANCE WITH SECURITIES & EXCHANGE BOARD OF INDIA ACT, 1992

Chapter VI A provides for various penalties, extracts of which are:

15G. If any insider who -

- (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price sensitive information; or
- (ii) communicates any unpublished price sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of unpublished price sensitive information, shall be liable to a penalty twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

24. (1) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

(2) If any person fails to pay the penalty imposed by the Adjudicating Officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for



a term which shall not be less than one month, but which may extend to ten years or with fine, which may extend to twenty-five crore rupees or with both.

17. SEBI Informant Mechanism [Pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019]

(i) Informant Mechanism Scheme

(1) An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of SEBI in the format and manner set out in Schedule D to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019. The Voluntary Information Disclosure Form may be submitted through informant's legal representative:

Provided that where the Informant does not submit the Voluntary Information Disclosure Form through a legal representative, SEBI may require such Informant to appear in person to ascertain his/her identity and the veracity of the information so provided.

Explanation. – Where any information pertaining to any violation of the Securities Laws is received in a manner not in accordance with the manner provided under these regulations, SEBI may require such information to be filed with it in accordance with these regulations or reject the same.

(2) The legal representative shall-

- i. Verify the identity and contact details of the Informant;
- ii. Unless otherwise required by SEBI, maintain confidentiality of the identity and existence of the Informant, including the original Voluntary Information Disclosure Form;
- iii. Undertake and certify that he/she,-
 - (a) Has reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and that the information contained therein is true, correct and complete to the best of his/her knowledge;
 - (b) Has obtained a irrevocable consent from the Informant to provide to SEBI with original Voluntary Information Disclosure Form whenever required by SEBI; and
 - (c) Agrees to be legally obligated to provide the original Voluntary Information Disclosure Form within seven (7) calendar days of receiving such requests from SEBI.



iv. Submits to SEBI, the copy of the Voluntary Information Disclosure Form in the manner provided in Schedule D of these regulations along with a signed certificate as required under clause (iii) of this sub-regulation (2).

(3) An Informant shall while submitting the Voluntary Information Disclosure Form shall expunge such information from the content of the information which could reasonably be expected to reveal his or her identity and in case where such information cannot be expunged, the Informant may identify such part of information or any document that the Informant believes could reasonably be expected to reveal his or her identity.

(ii) Protection against retaliation and Victimization

Any employee will be protected against any adverse action as a result of a reporting to SEBI under this Scheme, provided it is justified and made in good faith. The organization is forbidden from taking any adverse action against you for exercising your right as above.

Adverse action is defined as:

- Discharge
- Termination of service
- Demotion
- Suspension
- Threatening
- Harassment
- Discrimination against employment

For the purpose of this Clause, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

18. Miscellaneous

- (a) The Board of Directors may at any time, modify, alter or amend the provisions of this code by giving notice of such modification, alteration, amendment to Designated Persons.
- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible
- (c) for communicating the requirements of this Code to such Connected Person to prevent such person from misusing Unpublished Price Sensitive Information of the Company.



Schedule I

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

[Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. Policy

The SEBI (Prohibition of Insider Trading) Regulations, 2018 requires the Company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information ("UPSI") that it would follow in order to adhere to each of the principles set out in Schedule A to the SEBI Regulations.

As per the Regulations, the Company is required to promptly disclose UPSI as soon as credible and concrete information about it comes into being in order to make such information generally available.

2. Overseeing and co-ordinating disclosure

Mr. Sunil Agrawal, Chief Financial Officer and Mr. Sanjay Gupta, Company Secretary and Compliance Officer, will jointly, act as the Chief Investor Relations Officers to deal with dissemination of information and disclosure of UPSI.

The Company shall ensure prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery, as soon as, credible and concrete information comes into being in order to make such information generally available. The Company shall ensure that information if any shared with analysts and research personnel is not UPSI.

3. Disclosure Policy

To ensure timely and adequate disclosure of price sensitive information and to effectively prevent Insider Trading in securities of the Company, the following norms shall be observed by the Company:

- i. The Company shall disseminate all credible and concrete UPSI which shall be uniform and universally disseminated on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law. Selective disclosure of UPSI is to be avoided;
- ii. As a good corporate governance practice, the UPSI disclosed to the Stock Exchanges also be supplemented by prompt updates on the Company's website so as to improve investor access to the same;



- iii. Use of social media platforms to disclose material non-public information is considered selective disclosure and would violate provisions of this policy;
- iv. The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.
- v. The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, if at all, to make such information generally available.
- vi. The Company shall ensure handling of all UPSI on a “need to know” basis only.

4. Responding to Market Rumours

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

5. Disclosure/ Dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

- i. **Only public information to be provided:** The Company shall provide only public information to the analyst/ research persons/ large investors like institutions.
- ii. **Recording of discussion:** In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives including the Chief Investor Relations Officers be present at meetings with analysts, brokers or Institutional Investors. The Company shall 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 therein.
- iii. **Handling of unanticipated questions:** The Company shall be careful when dealing with analysts and responding to questions that raise issues outside the intended scope of discussion. The Chief Investor Relations Officers, should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Chairman / Managing Director.

6. Legitimate Purpose

The UPSI can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for Determination of Legitimate Purposes" (Schedule II), provided it is not shared to evade or circumvent the prohibition under this Regulation.



7. Leak/Suspected Leak of UPSI

The Board has formulated written policy for initiating appropriate inquiries upon becoming aware of a leak/suspected leak of UPSI which has separately documented.

8. Violation of this policy

Any violation of this policy by an employee, officer, or director of the Group shall be brought to the attention of the Chairman, Managing Director, Chief Executive Officer, Chief Financial Officer, Compliance Officer and the Board of Directors and may constitute grounds for punitive action including termination of service.



Schedule II

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. Preface

This Policy is an integral part of "Codes of Practices and Procedures for Fair Disclosure of UPSI" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is being prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. Objective

The objective of this policy is to identify legitimate purposes, for performance of duties or discharge of legal obligations that can be considered as an exception for procuring or communicating UPSI, which is likely to materially affect the price of the securities of the Company.

3. 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 being carried out to evade or circumvent the prohibition of SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. Restrictions on communication and trading by Insiders

Any person in receipt of Unpublished Price Sensitive Information pursuant to legitimate purpose shall be considered Insider for the purpose of this code.

The provision of this Code of Conduct shall be applicable to the above said Insider, who has obtained UPSI in pursuance of performance of his duties or discharging legal obligation.

Advance Notice shall be served upon such person by way of e-mail/letter to maintain confidentiality while in possession of such Unpublished Price Sensitive Information.

UPSI as defined in this Code of Conduct shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function.



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Files containing confidential information shall be kept fully secured. Computer files must have adequate security of login and password etc.

Such person has to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the code.

5. Maintenance of Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available.

Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

6. Amendment

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from the date that the Board may notify in this regard.

In any circumstance where the terms of this policy differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rule, regulation, etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges under SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or any amendment thereto.

By Order of the Board

R.A. SHAH

(CHAIRMAN)



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APPLICATION FOR PRE-TRADING APPROVAL

Annexure 1

To,
The Compliance Officer,
Godfrey Phillips India Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company for myself / as Joint Holder / my immediate relative as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/subscribed/sold	
8.	Current market price (as on date of application)	



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9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature : _____

Name:

Date :



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UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Annexure 2

To,

The Compliance Officer,
Godfrey Phillips India Limited

I, _____ (Name and Designation), am desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the code in force as of date.

In the event of this transaction being in violation of the code or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature : _____

Name:

Date :



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Annexure 3

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,

The Compliance Officer,
Godfrey Phillips India Limited.

I hereby inform that I

have not bought / sold/ subscribed any securities of the Company.

have bought/sold/subscribed to _____ securities as mentioned below on ____ (date).
(strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name:

Date :



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Annexure 4

FORM B
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company:
ISIN of the company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the 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 (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (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.



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Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			
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:



Name of the company:

ISIN of the company:

Details of change in holding of Securities of 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).

1	2	3	4		5	6	7	8	9	10	11		12	13	14	15
			Type of securities held prior to acquisition /disposal	No. and % of such shareholding							Type of securities acquired/Disposed	No				
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of such shareholding	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 Debentures, Rights entitlement etc.)	No. and % of such shareholding	Securities held post disposal	Date of allotment advice/ acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition /disposal (on market/ public/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed		
1																

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(f) 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).

16	17	18		19		20	21	22
		Buy	Sell	Notional Value	Number of units (contracts * lot size)			
	Contract Specifications							

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 Other connected persons as identified by the Company]**

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

1	2	3	4		5	6	7	8	9	10	11	12	13	14	15
			No. and % of securities held prior to acquisition /disposal	No. and % of securities such shareholding											

Note: 1) "Securities" shall have the meaning as defined under regulation 2(i)(ii) 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

16	17	18	19	20	21	22	
							Type of contract

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

Name:
Signature:
Place:



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S.No	Name(s) of person with whom I share Material Financial Relationship	PAN or any other identifier authorized by law	Phone/Mobile Number
1.			
2.			
3.			
4.			

Signature:

Name:

Designation: