

12th November 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
SCRIP CODE: 500163

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
SYMBOL: GODFRYPHLP

Sub.: Intimation under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015:

Dear Sirs,

Pursuant to the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), please find enclosed herewith a copy of the amended- “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“Fair Disclosure Code”), as approved by the Board of Directors of the Company at its meeting held on 11th November 2024.

The same will also be made available on the website of the Company at <https://www.godfreyphillips.co.in>.

Kindly take the above on records.

Thanking you,
Yours Faithfully,
For Godfrey Phillips India Limited

Punit Kumar Chellaramani
Company Secretary & Compliance Officer

Encl.: As above

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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Regulations, 2018 requires the Company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information (“UPSI”) that it would follow in order to adhere to each of the principles set out in Schedule A to the SEBI Regulations.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

The Chief Financial Officer and the 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The Company shall ensure prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery, as soon as, credible and concrete information comes into being in order to make such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 Chairperson, 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.

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.

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 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.
