

## **GP PETROLEUMS LIMITED**

### **CODE OF FAIR DISCLOSURE AND INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

#### **Code of fair disclosure and Inquiry in case of Leak of unpublished price sensitive information**

The code of conduct is designed to regulate trading activities conducted by the company's employees and other connected individuals and for the inquiry in case of leak or suspected leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of the same and accordingly informing SEBI promptly of such leaks, inquiries and results of such inquiries.

This code was earlier adopted by the Board of Directors at its meeting held on August 29, 2005 under the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 to ensure timely and adequate disclosure of unpublished price sensitive information (UPSD). Further to comply with the additional requirements stipulated under the SEBI (PIT) Regulations and SEBI (LODR) Regulations, the Code of Corporate Disclosure Practices has been amended and renamed as "Code of Practices and Procedures for the fair disclosure of unpublished price sensitive information" ("Code"). The amended Code has been adopted by the Board at its meeting held on August 5, 2015 and comes into force with immediate effect.

In addition to the existing policy and in order to capture the detailed procedure for inquiry in case of leak or suspected leak of UPSI and to strengthen the internal control system and to prevent leak of UPSI, the Code is amended and renamed as Code for fair disclosure and inquiry in case of leak of UPSI ("Code"). This Code has been amended by the board at its meeting held on November 07, 2023 with immediate effect and is further amended on May 28, 2025.

#### **Definitions**

- a. "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.

Note:- Information published on the website of a stock exchange, would ordinarily be considered generally available.

- b. Audit Committee means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

- c. Compliance officer means the Company Secretary and Compliance Officer of the Company.
- d. Leak of UPSI means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.
- e. Suspect means the person(s) against or in relation to whom an inquiry is initiated in case of a leak or suspected leak of UPSI.
- f. Inquiry Committee shall consist of minimum of 3 (three) members which shall include Chairman of the Company, Chairman of the Audit Committee, CEO/MD/WTD, Chief Financial Officer and Compliance officer of the Company. The Chairman of the Company or the Chairman of the Audit Committee MD/CEO/WTD may change/alter/re-constitute the Inquiry Committee as may be required from time to time.

In case any member has conflict of interest in any case, then the other members of the Inquiry Committee should deal with the matter.

- g. Unpublished Price Sensitive Information ("UPSI") means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available and 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 following: —
  - (i) Financial Results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, de-listings, 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; or
  - (xvii) Any other matter as may be defined time to time.
  - (xviii) All other terms and expressions appearing in the Code shall have the meaning(s) assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Securities (Contracts) Regulations Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there under and amended thereof.

### **Principles of fair disclosure**

UPSI shall be given by the Company to the Stock Exchanges and disseminated on a continuous and immediate basis as per the timelines stipulated under the SEBI (LODR) Regulations, 2015. The Company shall adhere to the following principles of fair disclosure while managing UPSI:

- (i) 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) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Compliance Officer shall be an Investor Relations Officer ("IRO") to deal with dissemination of information and disclosure of UPSI.
- (iv) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (vi) Ensuring that information shared with analysts and research personnel is not UPSI.
- (vii) Developing 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) Handling of all UPSI on a need-to-know basis.

The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

#### **Overseeing and coordinating disclosures**

The IRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to the stock exchanges, analysts, shareholders and media, and educating staff on the disclosure policies and procedure.

Information disclosure/dissemination may normally be approved in advance by the IRO. In case of doubt, the IRO shall consult and seek approval of the Inquiry Committee for the purpose.

If UPSI is accidentally disclosed without prior approval of IRO, the person responsible for the same should immediately inform IRO and accordingly IRO will disseminate the information to the Stock Exchanges so as to make such information generally available.

#### **Responding to market rumours**

The Company shall only respond when there is a receipt of request from the Stock Exchanges, seeking verification of market rumours and/or other reports about the Company, the IRO shall immediately seek the factual status from the concerned Division/ Department head and may also consult Inquiry Committee in this regard and shall accordingly reply to the Stock Exchanges.

#### **Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

Whenever the Company interacts with Institutional Investors, whether it be through analyst meetings, discussions with fund managers and management, or active participation in investor conferences, these interactions are always based on generally available information that is readily accessible to the public on the Company's official website or through Stock Exchanges.

Presentations made to analysts, Institutional Investors, or fund managers will be promptly reported to the stock exchanges and shall also be uploaded on the Company's website in compliance with the specified timeframes outlined in the Listing regulations. Shareholders can access the details relating to quarterly performance and Financial Results through official press releases or Company's website.

#### **Determination of legitimate purpose for disclosing/sharing UPSI**

This code also aims to set out broad principles in relation to determination of 'legitimate purpose' for the purpose of compliance with SEBI (Prohibition of Insider Trading) Regulations and any amendments thereof.

'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, auditor, 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.

For determining 'legitimate purpose', the following factors shall be taken into consideration:

- (i) Whether the information has been shared for the purpose of undertaking normal course of activity as required under the assigned scope of work;
- (ii) Whether sharing of such information is customary business practice;
- (iii) Whether such information relate to regular and frequent activities of the company;
- (iv) Whether such information and the purpose of sharing were apparent and predictable;
- (v) Any other factor, which may be deemed to be appropriate.

No insider shall 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 furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person in receipt of unpublished price sensitive information pursuant to a 'legitimate purpose' shall be considered an 'insider'.

**Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information:**

**(a) Source of information relating to leak of UPSI**

Any member of enquiry Committee may on becoming aware suo-moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- the suspect
- any other person, including employees of the Company
- regulators

Shall refer the matter to the Inquiry Committee immediately on becoming aware of the same for preliminary inquiry and/or investigate the matter.

Before commencement of any inquiry under the policy, each member of the Inquiry Committee shall confirm that he/she has no direct or indirect conflict of interest in conducting the inquiry in the concerned matter. In case of conflict of interest such member would forthwith recuse himself and not participate in the concerned discussions.



**(b) Preliminary Inquiry**

Preliminary inquiry is a fact-finding exercise to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action. The preliminary Inquiry shall be conducted by the Compliance Officer.

The Inquiry Committee, if required and in addition to IRO may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant facts, material substances on actual or suspected leak of UPSI. In the event, the Inquiry Committee considers the complaint or information baseless or frivolous, it shall dismiss the Inquiry.

**(c) Intimation of Leak or suspected Leak of UPSI**

If in the opinion of any member of the Inquiry Committee, the preliminary inquiry report warrants further investigation, the IRO shall be directed with any authorized person, if required, to conduct the detailed investigation and simultaneously intimate about the same to SEBI about such Leak or suspected Leak of UPSI.

**(d) Investigation by Inquiry Committee**

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee and summary report shall be submitted to the Board immediately, and such report shall also be submitted to SEBI simultaneously. The Inquiry Committee may seek any internal/external assistance to carry out such inquiry and investigation.

**Amendment(s)**

- a) The Board of Directors of the Company, subject to the applicable laws and Regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new policy.
- b) In case of any inconsistency between the terms of this Policy and the applicable regulations stated herein for the time being in force, the regulations shall take precedence over this Policy.