

INSIDER TRADING PREVENTION POLICY

GP PETROLEUMS LIMITED is public listed company which has listed its equity shares on BSE Limited and National Stock Exchange of India Ltd. (NSE). The Board of Directors of the Company have adopted the policy for prevention of insider trading to comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015").

1. Definitions/Important terms

The definitions shall be construed and read with the SEBI (PIT) Regulations, 2015 as amended from time to time (Regulations). In case of inconsistency, the SEBI (PIT) Regulations, 2015 as in force shall prevail.

1.1. 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.

- **1.2. Unpublished Price Sensitive Information ("the UPSI")** means any information, relating to a Company or its securities, directly or indirectly, that is not generally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, 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.

1.3. Connected Persons means:

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a Company, in any capacity, directly or indirectly, 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 whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall also be deemed to be connected persons unless the contrary is established:
 - a. A relative of connected persons; or
 - b. A holding company or associate company or subsidiary company; or
 - c. An intermediary as specified in Section 12 of the SEBI Act ('the Act) or an employee or director, thereof; or
 - d. An investment Company, trustee company, asset management company or an employee or director thereof; or
 - e. An official of a stock exchange or of clearing house or corporation; or





- f. A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. A member of the Board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i. Banker of the company; or
- j. A concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a Director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
- k. a firm or its partner or its employee in which a connected person is also a partner; or
- l. a person sharing household or residence with a connected person.

1.4. Insider means any person who is:

- (i) Connected person; or
- (ii) Person in possession of or having access to unpublished price sensitive information;

1.5. Designated Persons shall mean:

- (i) Promoter and Promoter Groups of the Company;
- (ii) Directors of the Company, its subsidiaries and Joint Ventures;
- (iii) Key Management Personnel or Senior Management personnel as defined in SEBI LODR Regulations 2015 of the Company and also General Manager and above or its equivalent in all departments;
- (iv) All employees in Secretarial, Finance and Accounts Department;
- (v) Immediate Relatives of (i) to (iv) above;

All such designated persons shall on annual basis disclose/furnish such information to the Compliance officer as prescribed under the regulations.

1.6. Relative means:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii)sibling of the person and sibling of its spouse;
- (iv)child of the person and child of its spouse;
- (v)spouse of the person listed at sub-clause (iii); and
- (vi)spouse of the person listed at sub-clause (iv)

Note - It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.





2. Prohibition on communication or procuring UPSI

An insider shall not:

- (i) Communicate, provide, or allow access to any UPSI relating to company or any of its securities to any person including other insiders except in furtherance of legitimate purpose or performance of duties or discharge of legal obligations need to fulfilment of his duty or obligation.
- (ii) Procure from or cause the communication by an insider of UPSI relating to the Company or its securities except in furtherance of legitimate purpose or performance of duties or discharge of legal obligations.

3. Prohibition on insider trading

An insider shall not directly or indirectly;

- (i) trade in securities of Company except when trading window is open and as permitted under the regulations and in accordance with this code.
- (ii) shall not deal in any securities of the Company in any manner which is contrary to the Regulations or this Code, whether stated or implied.

Provided restriction in above clause shall not be applicable to transaction that is off-market transaction between promoters inter–se and both the parties had made a conscious and informed trade decision.

4. Trading Window

- (i) The compliance officer shall notify the trading window period during which the designated person may trade in company's securities after securing pre-clearance from the compliance officer.
- (ii) Designated person shall not trade in company's security when trading window is closed.
- (iii) Trading window shall be closed for all insiders from the end of every quarter till 48 hours after the declaration of financial results.
- (iv) Compliance officer is authorized to close trading window at any time when according to discretion designated person reasonably expected to have UPSI but if unpublished price sensitive information not emanating from within the Company, trading window may not be closed.

5. Structure Digital Database and Internal Controls for prevention of Insider trading.

The Company has maintained a Structured Digital Database (SDD) with capturing the names and PAN or other legally authorized identifiers of persons/entities with whom Unpublished Price Sensitive Information (UPSI) is shared. This database shall be internally maintained with adequate safeguards, including time-stamping and audit trails, to prevent tampering and ensure integrity. The SDD shall be preserved for a minimum of eight (8) years from the date





of the relevant transaction and in case of any investigation the information in SDD shall be preserved till the completion of proceedings.

The Compliance Officer shall implement effective internal controls to prevent insider trading, including –

- identification of Designated Persons with access to UPSI;
- safeguarding the confidentiality and restricted sharing of UPSI;
- maintaining proper records of UPSI disclosures with confidentiality agreements or notices; and
- ensuring compliance with all applicable regulatory requirements.

These controls shall undergo periodic review and audit to assess effectiveness. The Board of Directors shall oversee compliance, and the Audit Committee shall review the adequacy of internal controls at least annually.

6. Pre-clearance of trading

- (i) Designated person may trade in security of company when trading window is open after obtaining approval from compliance officer (compliance officer may deal in securities by submitting an application to WTD/CEO/CFO of the Company) by submitting an application and undertaking (Refer Annexure 1).
- (ii) The compliance officer shall not approve any transaction by designated person if compliance officer determines that such designated person is in possession of UPSI even though the trading window is open.
- (iii) The compliance officer may, after being satisfied that the application and undertaking are true and accurate approve trading by such designated person on condition that the trade approved shall be executed within 7 days of the approval date (**Refer Annexure 2**).
- (iv) The designated person shall within 2 days after execution of trade submit the details of such trade to compliance officer in prescribed format (**Refer Annexure 3**). In case the transaction is not undertaken, a report to that effect shall be filed in said form.

7. Trading Plans

(i) Formulation and Approval of Trading Plan:

An Insider of the Company may formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. Upon approval, trades may be carried out on behalf of the Insider strictly in accordance with such plan. The application for approval of a Trading Plan shall be made in the format specified in **Annexure -1** to this Policy. Once approved, the Compliance Officer shall notify the Trading Plan to the stock exchanges where the securities of the Company are listed.





(ii) Conditions for Trading Plan:

The Trading Plan shall:

- Not entail commencement of trading earlier than one hundred and twenty (120) calendar days from the date of public disclosure of the plan:
- Not overlap with any period for which another Trading Plan is already in existence; b.
- Set out the following parameters for each proposed trade:
 - The value of the trade to be effected or the number of securities to be traded; (i)
 - (ii) The nature of the trade (i.e., acquisition or disposal);
 - Either the specific date or a time period not exceeding five (5) consecutive trading (iii) days for execution;
 - (iv) A price limit as follows:
 - For a buy trade: The upper price limit shall be between the closing price on the day prior to the submission of the Trading Plan and up to 20% higher than such closing price;
 - For a sell trade: The lower price limit shall be between the closing price on the day prior to the submission of the Trading Plan and up to 20% lower than such closing price.
- Not entail trading in securities that may amount to market abuse.

(iii) Review by Compliance Officer:

The Compliance Officer shall review the Trading Plan to assess whether it may potentially result in a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("Regulations"). The Compliance Officer shall have the authority to seek express undertakings from the Insider as may be necessary to make this assessment. The Compliance Officer shall also be responsible for approving and monitoring the implementation of the Trading Plan.

(iv) Irrevocability of the Trading Plan:

Once approved, the Trading Plan shall be irrevocable. The Insider shall mandatorily implement the plan and shall not execute any trade outside the scope of the Trading Plan nor deviate from it, except in cases of permanent incapacity, bankruptcy, or operation of law.

Provided that the Trading Plan shall not be implemented if, at the time of its formulation, the Insider was in possession of Unpublished Price Sensitive Information (UPSI) that has not become generally available at the time of commencement of the plan.

Provided further that if a price limit is specified under Clause 7(ii)(c)(iv), the trade shall only be executed if the market price falls within the specified limit. If the price is outside this limit, the trade shall not be executed.





(v) Timeline for Approval:

The Compliance Officer shall approve or reject the Trading Plan within two trading days from the date of its receipt. The approved Trading Plan shall be promptly notified to the stock exchanges where the securities of the Company are listed.

(vi) Intimation of Trades Executed under Trading Plan:

An Insider shall inform the Compliance Officer of the execution of trades under the approved Trading Plan within two trading days of such execution.

Provided that pre-clearance of trades and the trading window norms shall not apply to trades executed pursuant to an approved Trading Plan.

8. Additional trading restrictions on designated persons

- (i) No Director or Key Managerial Persons shall enter into derivative transactions or securities of company.
- (ii) All designated person who trade in securities of company shall not enter into Contra transaction during a period of six months following prior transactions. In case contra trade executed in violation of above restrictions, the profit from such transaction shall be disgorged for remittance to the SEBI for credit to the IPEF (Investor Protection and Education Fund) administered by SEBI.

9. Penalty for insider trading

- (i) An insider who acts in contravention of these rules shall be liable to have his services terminated by the company.
- (ii) Directors, officers, employees of the company who violate these regulations shall be liable to disciplinary actions by the Company, which may include wage freeze, suspension, recovery, etc.
- (iii) A statement to the effect that in case it is observed by the Company that there has been a violation of the PIT Regulations, it shall promptly inform the stock exchanges, in such form and such manner as may be specified by the Board from time to time.

10. Disclosure requirement

Every promoter, member of the promoter group, designated persons, and director of company shall disclose to the Company as per form C set out in Annexure - 6, number of securities acquired or disposed off, within 2 working days, if value of such transaction is Rs. 10,00,000/- or above.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose his/her and 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 - 5**.





11. Miscellaneous

- (i) Compliance officer is authorised to amend, modify, and interpret this policy, if any, change in position of law.
- (ii) The compliance officer shall place quarterly before audit committee of board trading of securities by designated persons.
- (iii) The compliance officer shall maintain following list:
 - Updated list of designated persons; and
 - All pre-clearance record (Undertaking, Disclosures, applications made/submitted) of five years.

10. Amendment:

- (i) The Board of Directors of the Company, subject to applicable laws and Regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.
- (ii) In case of any inconsistency between the terms of this Policy and the applicable regulations stated herein for the time being in force, the SEBI (PIT) regulations 2015 and as amended from time to time shall take precedence over this Policy.

The revised policy was adopted by the Board on 29th July, 2022 and then on November 07, 2023 and the same was further revised and adopted by the Board on May 28, 2025.



Annexure 1 PRE-CLEARANCE OF TRADE (To be submitted in Duplicate)

1	7	1	to	
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The Compliance Officer **GP Petroleums Limited**

Name of the applicant				
Designation				
Employee Pay Roll No.				
Number and value of securities in the Company held as on date (with folio /DP ID / Client ID No.)	** equity shares (DP ID Client ID)			
Nature of securities held	*Equity Shares / Other Securities			
	I. Acquisition in the open market			
	II. subscription to the securities			
The Proposal is for	III. sale of securities			
	(delete whichever not applicable)			
Proposed date of dealing in securities	Within a week			
Nature of proposed dealing	Purchase / Sale of securities (delete whichever not applicable)			
Estimated number of securities proposed to be acquired / subscribed / sold				
Price at which the transaction is proposed				
Current market price (as on the date of application)				
Whether the proposed transaction will be through stock exchange or off market deal				
Name of the Depository				
DP ID Number				
Client ID number				

In relation to the above Dealing, I undertake that:

- I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- II. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, 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 dealing in the securities of the Company until such information becomes public;
- III. I have not contravened the provisions of the code of conduct for prevention of insider trading as notified by the Company from time to time;
- IV. I have made full and true disclosure in the matter.
- V. I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.
- g of shares,

7I. I hereby confirm that I shall not engage into the reverse transaction iewithin 6 months of buying/Selling respectively.	. Buying/Selling
Place: Mumbai	
	Signature

^{*} strike whichever is not applicable.

Annexure 2 FORMAT FOR PRE- CLEARANCE ORDER

To,
Name :
Designation:
Place :
This is to inform you that your request for dealing in (nos) shares of the Company as mentioned
in your application datedis approved. Please note that the said transaction must be completed on or before (date) that is within 7 days from today.
on or before (date) that is within 7 days from today.
In case you do not execute the approved transaction /deal on or before the aforesaid date you would have
to seek fresh pre- clearance before executing any transaction/deal in the securities of the Company.
Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be
necessary.
Yours faithfully,
for GP PETROLEUMS LIMITED
COMPLIANCE OFFICER
Date :
Encl: Format for submission of details of transaction

Annexure 3

FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

To, The Compliance Off GP PETROLEUMS L Mumbai				
	t I // sold/ subscribed any d/subscribed to			
	he aforesaid transaction pliance officer / SEBI an		ke to preserve, for a period of cuments:	f 3 years and
Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID/Folio No	Price (Rs.)
to sell these securi		riod, I shall approac	months. In case there is any h the Compliance Officer fo	_
		_	ovisions of the Company's (the above said transactions(•
Date :	Signature :			
Name : Designation:				

Annexure 4 FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company:

ISIN of the company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors /	Securities held as on the date of coming into force	% of Shareholding	
	immediate relative to/others etc)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the date of regulation			Open Interest of the Option Contracts held as on the date of regulation coming into force			
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms		Number of units (contracts * lot size)	Notional value in Rupee terms	
6	7	8	9 10 1			

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

Name & Signature:
Designation:
Date:
Place:

Annexure 5 FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/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,	Category of	Date of	Securities held at the	time of	% of
CIN/DIN & Address with contact nos.	Person (KMP / Directors/ Promoters/ Member of the	appointment of Director /KMP OR Date of becoming Promoter/mem	becoming appointment of KMP or upon becoming Pr member of the promo	/ Director	Shareholding
	Promoter Group/ immediate relative to/others etc.)	promoter group	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right 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.

Details of Open Interest (OI) in derivatives of the company 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).

Open Interest of the time of appointment becoming Promot Group	ent of Director/K	MP or upon	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		Number of units (contracts * lot size)	Notional value in Rupee terms		
7	8	9	10	12			

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

Name & Signature:
Designation:

Date: Place:

Annexure 6 FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

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).

Name, PAN, CIN/DI N, & address with contact nos.	Person (Promoter/ member of	Securities he acquisition/		Securities a	acqui	red/Dis	posed	Securities post acquisition o sal		Date of allotmer advice/ acquisiti shares/ disposal shares s	on of of	intimati on to compan y	Mode of acquisiti on / disposal (on market/p ublic/ rights/ preferent ial offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Converti ble Debentures ,Right Entitlement s etc.)	No. and % of shareh olding	Type of security (For eg. – Shares, Warrants, Convert ible Debent ures, Rights entitleme nt etc.)	No.	Value	Transacti on Type (Purchas e/ Sale/ Pledge / Revocatio n/ Invocatio n/others)	security (For eg Shares, Warrants , Converti ble Debentur es, Rights Entitleme nt etc.)			То			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by 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)

	Trading in derivatives (Specify type of contract, Futures or Options etc)								
Type of contract		Contract specifications		Buy	:	Sell			
			Notional Value	Number of units (contracts * lot size)		Number of units (contracts * lot size)			
	15	16	17	18	19	20	21		

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

Name & Signature:
Designation:
Date:
Place:

Annexure 7 FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7 (3) – Transactions by Other connected persons as identified by the Company

Name of the company: ISIN

of the company:

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons	ion with the Compa ny	Securities held prior to acquisition/ disposal	/ I					post acquisition/dispos al		allotment advice/ acquisition of shares/		compan y	acquisiti on /	Exchange on which the trade was executed
as indentifie d by the company		Type of security (For eg. – Shares, Warrants, Converti ble Debentures , Right Entitlement s etc.)		Type of securit y (For eg. – Shares, Warran ts, Conver tible Debent ures, Rights entitle ment etc.)	No.	Value	tion Type (Purcha se/ Sale/ Pledge / Revocat ion/	Shares, Warrants , Converti ble Debentur es, Rights Entitleme	No. and % of shareho lding		То			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

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

Trading in derivatives (Specify type of contract, Futures or Options etc)								
Type of contract	Contract specifications		Buy	!				
		Notional Value	Number of units (contracts * lot size)		Number of units (contracts * lot size)			
15	16	17	18	19	20	21		

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

Name & Signature:

Date: Place: