

Insider trading Prevention policy

GP PETROLEUMS LIMITED is public listed company which has listed its equity shares on BSE and NSE. Board of directors of company have adopted policy for prevention of insider trading to comply with SEBI (prohibition of insider trading regulation 2015)

1. Definitions/Important terms

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

1.1. **Generally available information means** Information available to public on non-discriminatory basis:

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 **Unpublished Price Sensitive Information (“the UPSI”)** means any information, relating to a Company or its securities, directly or indirectly, that is not generally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 and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement.

1.3. Connected Persons means:

- (i) 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 Promoter, director, designated officer or an designated 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (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. An immediate relative and dependent of connected persons specified in clause
 - b. An intermediary as specified in Section 12 of the SEBI Act (“the Act) or an employee or director thereof; or
 - c. An investment Company, trustee company, asset management company or an employee or director thereof; or
 - d. An official of a stock exchange or of clearing house or corporation; or

- e. 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
- f. 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
- g. An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- h. Banker of the company; or
- i. 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

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 Officer/Employees shall mean:

- (i) General Manager and above or its equivalent in all departments;
- (ii) All employees in Secretarial, Finance and Accounts Department;
- (iii) Such other employees as may be specified in the regulations and determined from time to time by the Managing director/ Chief executive officer, Chief Financial Officer or Compliance officer.

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

1.6 Immediate Relative means

Spouse of an insider and includes parent, sibling and child of such insider or of the spouse, any of whom is either dependent financially on such insider, or consults such insider in taking decisions relating to trading in securities.

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 security to any person including other insider except 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 security.

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.

Provided further that, restriction of dealing in securities by designated persons or any relatives

thereof shall not apply to transactions undertaken involving a value less than Rs. 10,000/- provided the Designated Person is not in possession of UPSI.

4. Trading Window

- (i) The compliance officer shall notify the trading window during which the designated person may trade in company's securities after securing pre-clearance from 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.

5. Pre- clearance of trading

- (i) Designated person may trade in security of company when trading window is open after obtaining approval from compliance officer by submitting an application and undertaking in prescribed format.
- (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.
- (iv) The designated person shall within 2 days after execution of trade submit the details of such trade to compliance officer in prescribed format In case the transaction is not undertaken, a report to that effect shall be filed in said form.

6. Additional trading restrictions on designated persons

- (i) No Director or Key Managerial Persons shall enter in to derivative transactions in to securities of company.
- (ii) All designated person who trade in securities of company shall not enter in to Contra transaction during next 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 IEPF administered by SEBI.

7. Penalty for insider trading

- (i) An insider who acts in contravention of these rules shall be liable to have his service with company as may be terminated.
- (ii) Directors, officers, employees of the company who violate these regulations shall be liable to disciplinary actions by company, which may include wage freeze, suspension ineligibility for the entitlement for any stock option by company.
- (iii) SEBI and other authorities would also be informed of the violation of these rules so that appropriate action can be taken.

8. Disclosure requirement

Every promoters, employee, and director of company shall disclose to the Company, number of securities acquired or dispose of within 2 working days if value of such transaction is Rs. 10,00,000/- or above.



9. 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
 - All pre-clearance record of five years

10. Amendment:

- (i) The Board of Directors of the Company, subject to applicable laws, & 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 regulation shall take precedence over this Policy.
