

Godfrey Phillips India Limited

Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information

Contents

I.	Introduction.....	2
II.	Purpose.....	2
III.	Scope.....	3
IV.	Definitions	3
V.	Duties of Chief Investor Relations Officer (CIRO):.....	5
VI.	Disclosure of actual or suspected leak of UPSI to Stock Exchanges & SEBI:.....	5
VII.	Authorizing any Senior Official(s) to inquire into leak of UPSI:.....	6
VIII.	Procedure for inquiry in case of leak of UPSI	6
IX.	Communication of the Policy	7
X.	Review	7
XI.	Version Control	7
XII.	Annexure A and B	8

I. Introduction

The Committee constituted by Securities and Exchange Board of India (hereinafter referred to as "SEBI") to review the Insider Trading Regulation noted the recent cases of leak of Unpublished Price Sensitive Information (hereinafter referred to as "UPSI") related to listed entities on Instant Messaging Apps. It is believed that such information generally originates from within the company and affects the listed company in terms of its market price as well as loss of reputation and loss of investors' / financers' confidence in the company.

Leakage of UPSI from a company is a matter of serious concern not only for the regulator but for the company as well, and therefore, the listed companies should take responsibility to find out sources responsible for the leakage and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board of Directors (hereinafter referred to as "Board") promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Godfrey Phillips India Limited (hereinafter referred to as "GPIL" or "the Company") has laid down this Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information (hereinafter referred to as "the Policy").

II. Purpose

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI with the un-authorized persons.
- (iii) To have a uniform code to curb the un-ethical practice of sharing UPSI by Insiders, Employees & Designated Persons with any person, firm, company or body corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Person who has been found guilty of violating this Policy, apart from any action that SEBI may initiate/take against such Insider, Employee & Designated Person.

III. Scope

The Policy is applicable to all employees of GPIL and its subsidiaries.

IV. Definitions

- (i) **Chief Investor Relations Officer ("CIRO")** shall mean the Chief Financial Officer and Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015.
- (ii) **"Designated Person"** means:
 - a. Promoters and members of the Promoter Group 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) above 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 so notified by the Compliance Officer, shall be included within the purview of Designated Person from time to time.
- (iii) **Un-published Price Sensitive Information ("UPSI")** shall mean 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:
 - a. financial results;
 - b. dividend;
 - c. change in capital structure;
 - d. merger, de-merger, acquisition, delisting, disposal and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - e. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f. change in rating(s), other than ESG rating(s);
 - g. fund raising proposed to be undertaken;
 - h. agreements, by whatever name called, which may impact the management or control of the company;

- i. 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;
- j. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k. 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;
- l. 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;
- m. 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;
- n. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o. 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;
- p. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and
- q. Any other information so considered/ identified as the UPSI by the Board of Directors, Managing Director, Whole-time Director or the Compliance Officer of the Company.

Explanation 1- For the purpose of sub-clause (i) above:

- a. ‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. ‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at

paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the Rules and Regulations framed thereunder shall have the meanings respectively assigned to them in those legislation.

(iv) **Leak of UPSI** shall mean communication of information which is / shall be UPSI, by any Insider, Employee & Designated Person or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relations Officer of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other law may be applicable for time being in force and any amendment, re-amendment or re-enactment therein.

V. Duties of Chief Investor Relations Officer (CIRO):

The CIRO shall be responsible to;

- a. Oversee the compliance of this policy.
- b. Co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the inquiry committee.
- c. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- d. Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

VI. Disclosure of actual or suspected leak of UPSI to the Stock Exchanges & SEBI:

On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "*Annexure-A*" to the Policy.

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly informed to the SEBI in the format as set out in "*Annexure-B*" to the Policy.

VII. Authorizing any Senior Official(s) to inquire into leak of UPSI:

In case of actual or suspected leak of UPSI, any Senior Official(s) authorized by the Managing Director/Chief Executive Officer shall perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.

Duties of Authorized Senior Official(s)

The Authorized Senior Official(s) shall be responsible:

- a. To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI.
- b. To authorize any person, if required, to collect necessary supporting material.
- c. To consider the facts and circumstances and draw conclusion on the matter.
- d. To decide on disciplinary action.

VIII. Procedure for inquiry in case of leak of UPSI

The Authorized Senior Official(s) shall suo moto becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, or any other known or un-known person, shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter.

a. To take Cognizance of the matter

The Authorized Senior Official(s) shall act upon within a period of 3 (three) working days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows:

- (i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- (ii) If it is found that the issue requires further investigation, Preliminary Inquiry shall be initiated.

b. Preliminary Inquiry

Preliminary Inquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relations Officer. The object of preliminary inquiry is 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 Authorized Senior Official(s) if so required, in addition to Chief Investor Relations Officer, may also appoint and / or authorize any person(s), as may be deemed fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

c. Report of Preliminary Inquiry to the Authorized Senior Official(s)

The Chief Investor Relations Officer or person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the Authorized Senior Official(s) within 7 days from the date of his appointment on this behalf.

d. Disciplinary Action:

Disciplinary action(s) shall include, wage freeze, suspension, recovery, claw back, termination, etc., as may be decided by the Company, in addition to the action, if any, to be initiated by the SEBI.

IX. Communication of the Policy

The Policy will be available on the corporate website www.godfreyphillips.co.in

X. Review

The Policy shall be reviewed by the Board through Company Secretary as and when it deems necessary or in compliance with the PIT Amendment Regulations or enactment of any other applicable laws, rules and regulations made thereunder.

XI. Version Control

Version	Change Description	Date
1.0	Structured the policy	27/05/2023
1.1	Changes made pursuant to amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015.	30/01/2026

Annexure A**Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges**

[Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

1. The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

2. The Manager

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. cm, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby report the details of actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information.	

Request you to take the aforementioned on your records.

Yours faithfully,
For Godfrey Phillips India Limited
Company Secretary

Annexure B

Format for Reporting Actual or Suspected leak of UPSI to the SEBI
[Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015]

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai — 400 051, Maharashtra

Ref.: BSE scrip Code No. "500163"

Ref: "GODFRYPHLP"

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEB' (Prohibition of Insider Trading) Regulation, 2015.

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we hereby report the details of actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information.	

Request you to take the aforementioned on your records.

Yours faithfully,

For Godfrey Phillips India Limited

Company Secretary