

Gujarat Sidhee Cement Limited

Corporate Office

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CIN : L26940GJ1973PLC002245

Ref: B/GSCL/SE/VRM/2019
1st April 2019

Corporate Relationship Manager Bombay Stock Exchange Limited 1st Floor, New Trading Ring, Rotunda Bldg., P.J.Tower, Dalal Street Mumbai 400 001. Stock Code No: 518029	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051. Stock Code No: GSCLCEMENT
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Dear Sir,

Sub : Revised Insider Trading Code of Conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company has revised and adopted the following Policies / Codes in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, with effect from today, copies of the same are enclosed.

1. Insider Trading – Code of Conduct
2. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy for determining legitimate purpose for disclosure of UPSI.

The above Policies and Codes are being hosted on the website of the Company, viz. www.gujaratsidheecementlimited.com

This is for your information and record.

Thanking you,

Yours faithfully,
For Gujarat Sidhee Cement Limited.


V. R. Mohnot
CFO & Company Secretary



Encl: as above



Regd. Office & Works
Sidheogram, Veraval 362 276
Gujarat, India



**GUJARAT SIDHEE CEMENT LIMITED
(CIN : L26940GJ1973PLC002245)**

Registered Office: At Sidheegram, PO Prashnavada BO,
Via Sutrapada SO, Pin: 362 275, Dist.Gir Somnath (Gujarat)

E-Mail: gsclinvestorquery@mehtagroup.com;

Website: www.gujaratsidheecementlimited.com

Phone: 02876-268200, Fax : 02876-268540

Insider Trading- Code of Conduct

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.



INSTRUCTIONS FOR DESIGNATED PERSONS

Do not engage in insider dealing;

- Trading in GSCL's Securities when you have inside information, or sharing it with others is illegal and can result in severe penalties. Never indulge in forward dealings in securities of the Company. Both these are prohibited activities.
- Never buy or sell any GSCL's Securities if you have inside information.
- Never spread false information to manipulate the price of GSCL's securities.
- Trading indirectly when in possession of inside information of GSCL and/or its Securities, for example through family members or others, or providing 'tips' is also prohibited.
- Follow the same principles in relation to inside information of GSCL's its holding, subsidiary(s) or Associate Companies.
- Remember these rules continue to apply post six months of separation.

Note: In case has/have any doubt(s), check with Legal & Secretarial Department.



Preliminary and Restrictions on Insider Trading

I. BACKGROUND

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilisation of 'inside' information to profit at the expense of other investors who do not have access to the same information.

Gujarat Sidhee Cement Limited Insider Trading - Code of Conduct was first adopted by the Board at a Meeting held on May 15, 2015. The said Code of Conduct has been revised in accordance with the Securities and Exchange Board of India (Insider Trading) Regulations, 2018.

II. OBJECTIVE OF THIS CODE OF CONDUCT

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

III. DEFINITIONS

- (a) "Company" means Gujarat Sidhee Cement Limited ("GSCL").
- (b) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these Regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, statement of profit and loss, and statement of cash flows."

- (c) "Connected person" means
 - (i) Any person who is or has during the 6 (six) months prior to the concerned act been associated with a 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 director, officer or an 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 be deemed to be connected persons unless the contrary is established -

- (a) an immediate relative of connected persons specified in clause (i); or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of 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 authorised by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

(d) *"Dealing in securities"* means an act of subscribing, buying, selling or agreeing to subscribe, buy/sell/pledge/revoke pledge/invoke pledge or deal in any securities by any person either as principal or agent;

(e) *"Designated Persons"* means;

- (i) Members of the Board of Directors of GSCL;
- (ii) CEO, Company Secretary, CFO;
- (iii) Auditors of GSCL;
- (iv) All employees of the Accounts, Finance, Legal & Secretarial Department of GSCL at Plant and Corporate Office;
- (v) CFOs & CEOs and CSs of the Holding Company, Subsidiary Company and Associate Company* ;
- (vi) Secretaries/Executive Assistants reporting to the Chairman or the Managing Director/Whole Time Director/CFO/CS;
- (vii) All Employees at General Manager level and above;
- (viii) Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis;
- (ix) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- (x) All promoters of the Company;
- (xi) Employees upto two levels below of Chief Executive Officer of the Company and its material subsidiaries irrespective of their ability to have access to unpublished price sensitive information;



- (xii) Any other support staff of the Company, such as IT staff etc., who have access to unpublished price sensitive information.
- (xiii) Such other persons as may be identified by the Compliance Officer.

*Associate Company means a company in which GSCL has a significant influence, but which is not a subsidiary company of the GSCL having such influence and includes a joint venture company.

Explanation.—For the purpose of this clause;

- (a) the expression "significant influence" means control of at least twenty per cent. of total voting power, or control of or participation in business decisions under an agreement;
- (b) the expression "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.
- (f) "Generally available information" means information that is accessible to the public on a non-discriminatory basis.
- (g) "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Note: if spouse is financially independent and doesn't consult an insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "immediate relative", unless rebutted so.
- (h) "Insider" means any person who is:
 - (i) Designated person(s) & their immediate relatives
 - (ii) a connected person; or
 - (iii) in possession of or having access to unpublished price sensitive information.
- (i) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (j) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of a mutual fund.
- (k) "Sensitive Transactions" shall mean any proposed / ongoing transaction or activity of and relating to GSCL (including its Subsidiary, Holding & Associate Companies) and/or its securities, directly or indirectly, information of which is not generally available 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 transaction(s) and/or events as mentioned in the definition of UPSI of this Code.
- (l) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly. Gifts, Off-market transactions, creation of pledge are also construed as a trade.
- (m) "Trading day" means a day on which the recognized stock exchanges are open for trading.
- (n) "Unpublished price sensitive information" ("UPSI") shall mean 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 include but not restricted to, information relating to the following;

- (i) Periodical Financial Results of the Company;
- (ii) Intended declaration of dividends (Interim and Final);
- (iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, Disposals, Spin Off or Selling Division of Whole or Substantially Whole of the Undertaking and Expansion of Business and such other transactions;
- (v) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- (vi) Changes in Key Managerial Personnel;
- (vii) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (viii) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

IV COMPLIANCE OFFICER

GSCL has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Managing Director and/ or the Chairman/Executive Vice Chairman and the Board of Directors.

V. RESPONSIBILITY OF MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER

The Managing Director / Chief Executive Officer of GSCL shall further amend this Code with the approval of the Board of Directors of the Company to regulate, monitor and report trading by its designated persons and their Immediate relatives towards achieving compliance with SEBI (Prohibition on Insider Trading) Regulations, 2015 ("PIT Regulations"), adopting the minimum standards set out in Schedule B of PIT Regulations, as may be amended from time to time, without diluting the provisions of its regulations in any manner.

VI. DETERMINATION OF DESIGNATED PERSONS

The Board of Directors shall in consultation with the compliance officer of the Company determine the list of designated persons on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation, who shall be covered by this code.

VII. APPLICABILITY OF THIS CODE

This Code is applicable to the designated persons as may be specified by the Board of Directors and their immediate relatives.



VIII. COMMUNICATION OR PROCUREMENT OF UPSI

- (1) No insider shall communicate, provide, or allow access to any UPSI relating to GSCL or securities listed or proposed to be listed by GSCL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and subject to issue of notice with regard to confidentiality in such form and manner as may be approved by the Compliance Officer.
- (2) No person shall procure from or cause the communication by any insider of UPSI, relating to GSCL or securities listed or proposed to be listed by GSCL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of GSCL is of informed opinion that the sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of GSCL is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the GSCL's Board of Directors may determine.
- (4) For purposes of point (3) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (3), and shall not otherwise trade in securities of GSCL when in possession of UPSI.

IX. TRADING IN GSCL'S SECURITIES

(i) Restriction on trading in GSCL Securities

No Insider shall trade in GSCL Securities at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of GSCL Securities.

Note: When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

(ii) Joint holding

The provisions of this Code shall also be applicable for trading either as a first named shareholder or as a joint holder



X. DEFENSE TO INSIDER WHEN TRADING IN GSCL SECURITIES WHEN HAVING UPSI

Trading in GSCL Securities when in possession of any unpublished price sensitive information, the insider may prove his innocence by demonstrating the circumstances including the following : –

- a) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual insiders: –
 - the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- c) the trades were pursuant to a trading plan submitted by the insider to the Compliance Officer;

XI. CHINESE WALL

To prevent the misuse of confidential information, GSCL has laid down Chinese Walls procedures which separate those areas of GSCL that routinely have access to confidential information, considered "inside areas" from those which deal with other departments considered "public areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- (iii) All the unpublished price sensitive information is to be handled on "need to know basis", i.e., Unpublished Price Sensitive Information should be disclosed only to those within GSCL who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

XII. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS.

The Compliance Officer in consultation with MD or CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers,



legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

XIII. INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON(S) WHO HAS/HAVE BEEN BROUGHT INSIDE ON SENSITIVE TRANSACTION(S).

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the Compliance Officer in consultation with MD and/or CFO of the Company;

- (i) To make aware such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

XIV. INTERNAL CONTROL SYSTEM

The Managing Director/ Chief Executive Officer of GSCL shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and PIT regulations to prevent insider trading.

XV. PRE-CLEARANCE OF TRADES

- (i) All Designated Persons who intend to trade in the securities of GSCL (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less should pre-clear the transactions by making an application in the format set out in Annexure A to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which(s) he has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.



Provided that the pre-clearance is not applicable for subscription to the stock grants upon its vesting. However for any subsequent sale of shares acquired under Employee Stock Options Plans / Schemes (ESOPs), pre-clearance shall be applicable as per limits prescribed as above.

(ii) An undertaking in Annexure B executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, *inter alia*, the following clauses:

- That the Designated Person(s) and their immediate relative(s) does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
- That in case the Designated Person(s) and their immediate relative(s) has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he / she shall inform the Compliance Officer of the fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/SEBI from time to time.
- That he / she has made a full and true disclosure in the matter.

(iii) No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

(iv) The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.

(v) All Designated Persons of GSCL and their immediate relatives shall execute their order in respect of securities of GSCL within 7 (seven) days after the approval of pre-clearance in Annexure C is given. If the order is not executed within 7 (seven) days after the approval is given, the employee must obtain the pre-clearance for the transaction again.

XVI. NO TRADING PERIOD

- i. The trading period during which GSCL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is unpublished.
- ii. When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in GSCL's securities in such period.
- iii. The trading window shall be, *inter-alia* closed at the time of:
 1. Declaration of Financial results
 2. Declaration of dividends (interim and final)
 3. Change in capital structure
 4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
 5. Changes in key managerial personnel
 6. Material events in accordance with the SEBI LODR Regulations
 7. Such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.



- iv. The Compliance Officer shall also close the trading window when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- v. The trading window shall be opened 48 (Forty Eight) hours after the unpublished price sensitive information becomes generally available.
- vi. The trading window shall be closed atleast 10 days prior to the Board Meeting at which the audited / unaudited results shall be considered till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information."
- vii. The trading window shall also be applicable to any person having contractual or fiduciary relation with GSCL, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising GSCL.
- viii. All Designated Person of the Company and their immediate relative(s) shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director / Compliance Officer / Chief Financial Officer from time to time.
- ix. The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- x. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.
- xi. However, subject to the SEBI Act, Rules and Regulations, in case of ESOPs, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.
- xii. No Director, Key Managerial Personnel or Designated Persons shall enter into derivative transactions in respect of the securities of the Company.

XVII. HOLDING PERIOD/CONTRA TRADE

- (i) No Designated Persons shall do intra-day trading in the securities of the Company.
- (ii) All Designated Persons who trade in the Securities of the Company shall not enter into an opposite transaction/contra trade (buy and sell any number of shares and vice versa) during the next six months following the prior transaction. In case of any contra trade being executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Education and Protection Fund administered by SEBI. However, the compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing.



- (iii) The above restriction on opposite transaction / contra trade shall not apply in case of exercise and sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open. Provided that post sale of shares granted in ESOP once; any other sale/ purchase of shares shall be subject to the restrictions under this clause.
- (iv) Provided that restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (v) The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

XVIII. TRADING BY PORTFOLIO MANAGERS

This Code is also applicable to insiders who engage Portfolio Managers to trade in shares and hence the insiders are expected to take due precaution while trading in securities through Portfolio Managers by:

- Informing Portfolio Managers about closure of trading window.
- Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the GSCL's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.
- Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code.
- Prohibiting the Portfolio manager to trade in securities of GSCL at his own discretion or when the Insider is in possession of UPSI.

Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

Apart from the restrictions mentioned in Preliminary and Restrictions on Insider Trading, GSCL is required to obtain certain disclosures and levy penalties as and when deemed fit.

The disclosures to be made by any person under this Chapter shall also include those relating to such person's immediate relatives and any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

Disclosures & Reporting

XIX. INITIAL DISCLOSURE

(i) All the Promoters, Key Managerial Personnel and Directors are required to send the details of their holdings in securities of GSCL presently held by them including the statement of holdings of immediate relative(s) in the prescribed Annexure D (as prescribed or amended by SEBI, from time to time) within 30 (thirty) days of this Code becoming effective.

(ii) Every person on appointment as a Key Managerial Personnel or a Director of GSCL or upon becoming a Promoter shall disclose his holding of securities of the Company within 7 (seven) days of such



appointment or becoming a Promoter / Key Managerial Personnel / Director inform the Company in Annexure E (as prescribed or amended by SEBI, from time to time).

XX. CONTINUAL DISCLOSURE

Every Promoter, Designated person (including their immediate relatives) and Director of GSCL shall disclose to the Company in the format set out in Annexure F (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less or such other value as may be specified.

The disclosure shall be made within 2 (two) working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be;

XXI. DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of GSCL as and when he deems fit in order to monitor compliance with these Regulations in the format set out in Annexure G (as prescribed or amended by SEBI, from time to time).

XXII. DISCLOSURE BY DESIGNATED PERSONS

One Time

The Designated person shall disclose the following information (in a format as may be prescribed by the Compliance Officer), one time basis, to GSCL within 15 days from the date on which this code shall become effective;

- i. his/her Phone, mobile and cell numbers
- ii. his/her Permanent Account Number or any other identifier authorized by law

Annual Disclosure and Continual Disclosure

The Designated person shall disclose the following information (in the format set out in Annexure H), on annual basis, to GSCL within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 15 days of such change;

- (i) Name of Immediate Relatives
- (ii) persons with whom such designated person(s) shares a Material Financial Relationship
- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- (iv) Phone, mobile and cell numbers of (i) & (ii)

Explanations: -“Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”



XXIII. REPORTING TO THE COMMITTEE/ BOARD AND MAINTENANCE OF DISCLOSURES

- (i) The Compliance Officer shall place before the Audit Committee on a quarterly basis, details of trading in GSCL Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this Code.
- (ii) The Audit Committee of GSCL shall review compliance with the provisions of these Code and PIT Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.
- (iii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 5 (Five) years.
- (iv) The Secretarial Section shall acknowledge receipt of the declaration form received.

XXIV. PENALTY FOR NON-COMPLIANCE

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be *inter-alia* liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below.

XXV. PENALTY FOR NON-COMPLIANCE WITH THE CODE OF CONDUCT

Any employee/ officer / Director who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by GSCL.

Categories of Non-Compliances	Penal/disciplinary actions proposed
Procedural Non Compliances	
i) Executing transaction after expiry of 7 (Seven) days from date of pre-clearance.	a) Written warning notice for first instance of non-compliance.
ii) Non reporting of completion of transaction after pre-clearance.	b) For second repeated act-Rs.10,000/- (Rupees Ten Thousand Only) minimum and up to Rs.25,000/- (Rupees Twenty Five Thousand Only) for third repeat non-compliance.
iii) Non reporting of transactions aggregating to Rs.10,00,000/- (Rupees Ten Lakh Only) per calendar quarter (such transaction should not be based on UPSI and should not be undertaken during trading window closure periods).	c) Beyond third repeated act of non-compliance, it would be treated as substantive non-compliance resulting in such action the Managing Director & Compliance Officer may deem fit, which may include suspension, freeze on increment/promotion, demotion, employment termination, recovery, clawback as deemed appropriate.



Substantive Non Compliances	
i) Trading in GSCL Securities during trading window closure period	Any of the following or combination thereof depending on the severity of the case: a) If the gain or loss avoided is less than Rs.10,000/- (Rupees Ten Thousand Only), the penalty is Rs.10,000/- (Rupees Ten Thousand Only). b) If the gain or loss avoided is more than Rs.10,000/- (Rupees Ten Thousand Only), twice the actual gain made or loss avoided c) Such action the Managing Director & Compliance Officer may deem fit which may include suspension, freeze or increment/promotion, demotion, employment termination, recovery, clawback.
ii) Dealing in GSCL Securities without obtaining pre-clearance	
iii) Undertaking opposite transactions / derivative transactions	
iv) Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information	

Notes:

- The action by GSCL shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.
- In case it is observed by the Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by GSCL.
- The Managing Director or the Compliance Officer may decide the penalty within the above framework by taking into consideration the factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, number of securities transacted, whether the breach occurred as a result of deliberate intent or not, etc.
- Penalties recovered as per framework will be remitted to SEBI Investor Education and Protection Fund account.

XXVI. PENALTIES FOR NON-COMPLIANCE WITH SECURITIES & EXCHANGE BOARD OF INDIA ACT, 1992

Chapter VI A provides for various penalties, extracts of which are:

15A. If any person, who is required under this Act or any rules or regulations made thereunder -

- to furnish any document, return or report to the Board, fails to furnish the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;
- to file any return or furnish any information, books or other documents within the time specified therefore in the regulations, fails to file return or furnish the same within the time specified therefore in the regulations, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;
- to maintain books of accounts or records, fails to maintain the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less.

15G. If any insider who -

- either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price sensitive information; or
- communicates any unpublished price sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of unpublished price sensitive



information, shall be liable to a penalty twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

24. (1) *Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.*

(2) If any person fails to pay the penalty imposed by the Adjudicating Officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month, but which may extend to ten years or with fine, which may extend to twenty-five crore rupees or with both.

Without prejudice to the directions under regulation 11, if any person violates provisions of these regulations, he shall be liable for appropriate action under Sections 11, 11 B, 11D, Chapter VIA and Section 24 of the Act. Chapter 4 - Amendments

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GUJARAT SIDHEE CEMENT LIMITED

ANNEXURE A

Application - Cum Undertaking for Pre-Clearance of Trades

Date:

The Compliance Officer
Gujarat Sidhee Cement Limited
2nd Floor, N. K. Mehta International House
178, Backbay Reclamation,
Mumbai 400 020,

From:

Designation:

With reference to the Code of Conduct of Gujarat Sidhee Cement Limited (GSCL) for Prevention of Insider Trading, I hereby give notice that I propose to carry out the following transaction in GSCL's securities for myself / as Joint Holder / my immediate relative.

Transaction (Sale/Purchase/Gift)	Type of Security	Number of Security

I hereby declare that:

- I do not have any access nor have I received or possess "Unpublished Price Sensitive Information" upto the time of signing the undertaking.
- That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of GSCL till the time such information becomes public.
- That I have not contravened the code of conduct for prevention of insider trading as notified by GSCL from time to time.
- That I have made a full and true disclosure in the matter.

Signature of the Designated Person: _____



GUJARAT SIDHEE CEMENT LIMITED

Annexure B

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Gujarat Sidhee Cement Limited
2nd Floor, N. K. Mehta International House
178, Backbay Reclamation
Mumbai 400 020.

Date: _____

Dear Sir/Madam,

I, _____ (Designation) residing at _____ am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 (two) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: _____



GUJARAT SIDHEE CEMENT LIMITED

Annexure C

PRE-CLEARANCE ORDER

PCO No. _____

Date: _____

To, _____
(Applicant)

This is to inform you that your request for dealing in _____ shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ [date].

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 prescribed forms as per GSCL's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: _____
Compliance Officer

Note:

1. Please provide all the information. Incomplete forms will not be accepted.
2. Please ensure that you have not made any opposite transaction within previous 6 months.



ANNEXURE D
DISCLOSURE UNDER PARA 2.1 (i) OF THE INSIDER TRADING CODE OF CONDUCT
[Refer Form A as per the Regulations]

Name of the company: GUJARAT SIDHEE CEMENT LIMITED

ISIN of the company: INE542A01039

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Share-holding
		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.

NOT APPLICABLE

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 Future contracts held as on the date of regulation coming into force			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	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: _____

Date: _____

Designation: _____

Place: _____



Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.



ANNEXURE E
DISCLOSURE UNDER PARA 2.1 (ii) OF THE INSIDER TRADING CODE OF CONDUCT
[Refer Form B as per the Regulations]

Name of the company: GUJARAT SIDHEE CEMENT LIMITED

ISIN of the company: INE542A01039

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Share- holding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, 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.

NOT APPLICABLE

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 of a listed company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature: _____

Date: _____

Designation: _____

Place: _____



Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.



ANNEXURE F
DISCLOSURE UNDER PARA 2.2 OF THE INSIDER TRADING CODE OF CONDUCT
[Refer Form C as per the Regulations]

Name of the company: GUJARAT SIDHEE CEMENT LIMITED
ISIN of the company: INE542A01039

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoter s/ KMP /Directors / immediate relative to/ Others, etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intima- tion to company	Mode of acquisition / disposal (on market/publ ic/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of share- holding	No. and % of share- holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of share- holding	From	To		
	2	3	4	5	6	7	8	9	10	11	12	13	14

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



Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Type of contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc)			Exchange on which the trade was executed
		Buy	Sell		
		Notional Value	Number of units (contracts * lot size)	Value	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: _____

Designation _____ Place: _____

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.



ANNEXURE G

DISCLOSURE UNDER PARA 2.3 OF THE INSIDER TRADING CODE OF CONDUCT [Refer Form D as per the Regulations]

Name of the company: GUJARAT SIDHEE CEMENT LIMITED
 ISIN of the company: INE542A01039

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

Name, PAN, C/V/DIN, & address with contact nos. of other connected Persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security – (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of share-holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of share-holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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



Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Value	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: _____

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.



ANNEXURE-H

Form for disclosure of names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when information changes

Annual Disclosure as of 1st April	
Name of the Designated Person	
PAN Number	
Contact address with Mobile/Land Line Number and Email ID	
DP ID and Client ID (Self)	
Names of Education Institutions from which the Designated Person has graduated	
Names of Past Employers	

A. Details of Immediate Relatives *

Relationship	Name	PAN or any other Identifier authorized by Law	Mobile Number / Land Line	DP ID and Client ID
Spouse				
Child of the Designated Person or his spouse				
Parents				
Sibling				

*Immediate relative mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

B. Names of persons with whom such Designated Persons shares a material financial relationship **

Relationship	Name	PAN or any other Identifier authorized by Law	Mobile Number / Land Line Number	DP ID and Client ID

**Material financial relationship mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

Signature of Designated Person

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Date:

Place



GUJARAT SIDHEE CEMENT LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Background

Pursuant to Regulation 8(1) of the Chapter IV of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "SEBI PIT Regulations") the Board of Directors of Gujarat Sidhee Cement Limited ("GSCL") has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure").

Objective

The Company strives to ensure high professional and ethical standards in all the business activities with a view to the best interest of GSCL and its stakeholders. This Code intends to formulate a standard framework for fair disclosure of unpublished price sensitive information (UPSI), preserve the confidentiality of UPSI and to prevent trading based on UPSI.

Terms and Definitions

Words and expressions used but not defined in this Code of Fair Disclosure shall have the same meaning assigned to them in the SEBI PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Principles of Fair Disclosure

The Company in compliance of SEBI PIT Regulations shall follow the practices and procedures laid down herein below to make fair disclosure of events and occurrence that could impact price of its equity shares on the floor of Stock Exchanges:

1. The Company shall ensure to make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being, to make such information generally available.
2. The Company shall ensure to make Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company Secretary/Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.



4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that, information if any, shared with analysts and research personnel if any, is not unpublished price sensitive information.
7. The Company shall handle all UPSI on a need-to-know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Policy for determination of “Legitimate Purposes”

8. Sharing of UPSI in the course of business by an insider with designated persons, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as “legitimate purposes” provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
9. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “insider” for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the said Regulations. Such person is also required to ensure the confidentiality of UPSI shared with him /her, in compliance with the SEBI PIT Regulations.
10. UPSI, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion, acquisition in the stake of other entities, etc. 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, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
11. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.



Policy Of “Procedure For Enquiry In Case Of Leak Of UPSI”

The Managing Director of GSCL shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Amendment

The Managing Director of the Company is authorised to amend or modify this Code of Fair Disclosure in whole or in part as and when deemed necessary, to stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of UPSI.

Policy adherence Responsibility

The responsibility for adherence to this policy vests entirely with the person who is sharing the UPSI as well as the recipient of UPSI.

Scope and Limitation

In case there are any regulatory changes requiring modifications to this policy, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and prevail over this Policy even if not incorporated in this Policy.

Disclosure of the Code on Public Domain

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange/s where the securities of the Company are listed and also published on the official website of the Company. (Note: Policy for determination of “Legitimate Purposes” covered under Clauses 8 to 11 of this Code, formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from April 01, 2019).

