



**GOPAL SNACKS LIMITED**

**Code of Practices and Procedure for Fair Disclosure of  
Unpublished Price Sensitive Information**

## 1. PREFACE

- 1.1. The Securities and Exchange Board of India ("**SEBI**"), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") under the powers conferred on it under the SEBI Act, 1992. It is mandatory in terms of the Regulations for every listed Company to formulate a Code for regulating, monitoring and reporting of trading by Designated Persons. Further, as per Regulation 8(1) of Regulations, the Company is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 1.2. In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code for Gopal Snacks Limited (hereinafter referred to as "**the Company**") for use by its Promoters, Directors, Designated Persons, Connected Persons and Insiders.
- 1.3. This document embodies the Code for regulating, monitoring and reporting of trading by Designated Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.
- 1.4. The Board of Directors of Company" has adopted this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**") in its meeting held on 05.05.2023.

## 2. DEFINITIONS

- 2.1. "**Act**" means the Securities and Exchange Board of India Act, 1992;
- 2.2. "**Board**" means the Board of Directors of the Company;
- 2.3. "**Code**" means Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, as amended from time to time;
- 2.4. "**Compliance Officer**" means Company Secretary of the Company or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company;
- 2.5. "**Connected Persons**" means:
  - i) any person who is or has during the 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 recognized or authorized by SEBI; 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;

2.6. **“Designated Person(s)”** shall include:

- i) All Directors, Executive and Non – Executive and Key Managerial Personnel (KMPs);
- ii) All the Promoters of the Company;
- iii) All employees upto two levels below Chief Executive Officer of the Company;
- iv) All Functional Heads posted at the Corporate Office of the Company;
- v) All Unit Heads of the Company;
- vi) Company Secretary & Compliance Officer and all employees (including trainees, if any) of Corporate Affairs/Secretarial Department;
- vii) All employees of Corporate Accounts & Finance Department and IT staff (including trainees, if any);
- viii) Chief Executive Officer and employees upto two levels below Chief Executive Officer of material subsidiaries;
- ix) Functional employee of material subsidiaries other than those mentioned in (viii) as identified by their Board of Directors;

- x) All staff in the Chairman's office, Chief Financial Officer's office and Chief Strategy Officer's office;
- xi) Other employees / persons as may be designated by the Compliance Officer in consultation with the Co - Chairman / Managing Director of the Company from time to time; or
- xii) Immediate Relative of (i) to (xi) above.

2.7. **"Employee"** means every employee of a Company;

2.8. **"Fiduciaries"** means Professional firms such as auditors, accountancy firms, law firms analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company;

2.9. **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis;

2.10. **"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;

2.11. **"Insider"** means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to unpublished price sensitive information; or
- iii) any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall also be considered an "insider" for purposes of these regulations;

2.12. **"Prohibited Period"** means:

- i) from the end of the quarter pertaining to which the Board of Directors is to consider the financial results and ending after 48 hours from the time the said financial results are made public. In the case of other types of unpublished price sensitive information the trading window restrictions shall apply as determined by the Compliance Officer in terms of the provisions of the Regulations; or
- ii) such other period as may be specified by the Compliance Officer from time to time in consultation with the Co - Chairman / Managing Director in compliance with the Regulations.

2.13. **"Free Period"** means any Period other than the Prohibited Period;

2.14. **"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;

2.15. **"Promoter Group"** 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;

2.16. **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

- 2.17. "**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;
- 2.18. "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.19. "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and "trade" shall be construed accordingly;
- 2.20. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- 2.21. "**Unpublished Price Sensitive Information**" or "**ÜPSI**" 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, delistings, disposals and expansion of business and such other transactions;
  - (v) Changes in key managerial personnel; and
  - (vi) Any such other information which may materially affect the price of securities.

Words and expressions used and not defined in the regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

### **3. DUTIES OF COMPLIANCE OFFICER**

- 3.1. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, pre clearing of trades by Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.
- 3.2. The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures, declarations and pre-clearance applications and undertakings given by the Designated Persons for a period of five years.
- 3.3. The Compliance Officer may in consultation with the Managing Director and shall as directed by the Board, specify "Prohibited Period" from time to time and immediately makes an announcement thereof and shall maintain a record of "Prohibited Period" specified from time to time.

- 3.4. The Compliance Officer shall place report on insider trading to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually or at such frequency as may be stipulated by the board of directors.
- 3.5. The Compliance Officer shall be responsible for granting pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.

#### **4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

##### **4.1. Need to Know**

- i) Unpublished Price Sensitive Information is to be handled on a need-to-know basis and no unpublished price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty in furtherance for a legitimate purpose and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

"Legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc.

- ii) The factors to be considered for determining what constitutes a Legitimate purpose, are defined in the Code of Fair Disclosure of UPSI of the Company

##### **4.2. Limited access to confidential information:**

- i) To prevent the misuse of confidential information, the Company has adopted the "Chinese Walls procedures & processes" according to which the Company shall separate those areas which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".
- ii) The employees in the inside area shall not communicate any price sensitive information to any one in public area.
- iii) The employees in inside area may be physically segregated from employees in public area.
- iv) Demarcation of the various departments as inside area may be implemented by the Company.
- v) In exceptional circumstances employees from the public areas may be brought "over the wall" and given access to UPSI on need-to-know basis

- 4.3. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. The manner of preservation of documents is laid down in the Company's Policy on Preservation & Archival of Documents & Records which shall be complied with.

#### 4.4. Permitted Communication

- i) Unpublished Price Sensitive Information may be disclosed, communicated, provided, allowed access to or procured, in connection with a transaction that would:
  - a) entail an obligation to make an open offer under the takeover regulations where the Board is of informed opinion that the sharing of such information is in the best interests of the Company;
  - b) not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- ii) However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.
- iii) The names of such persons or entities along with their Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available, with whom unpublished price sensitive information is shared in Clause 4.4 as aforesaid, shall be maintained in a structured digital database. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Company Secretary shall be responsible for ensuring the maintenance of such database.

### 5. PROHIBITIONS ON TRADING OF SECURITIES

5.1. No insider, either on his own behalf, or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

#### 5.2. TRADING PLAN

- i) An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. Trading Plan shall:
  - a) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - c) entail trading for a period of not less than twelve months;
  - d) not entail overlap of any period for which another trading plan is already in existence;

- e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - f) not entail trading in securities for market abuse.
- ii) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the regulations. The Compliance Officer shall not approve any proposed Trade by Designated Person. if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
  - iii) Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchange(s). The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

## **6. TRADING RESTRICTIONS**

- 6.1. Trading Window: The period prior to declaration of unpublished price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities. The Designated persons of the Company shall not deal in the securities of the Company when the trading window is closed except when the sale or purchase is being undertaken pursuant to the trading plan approved under this Code. The period during which the trading window is closed shall be termed as "Prohibited Period". Other than the Prohibited Period prescribed hereunder, the window shall remain open for Trading in the Securities of the Company.
- 6.2. The trading window shall, inter alia, be closed in compliance of the Regulations at the time of:
- i) Declaration of Financial results (quarterly, half-yearly and annual)
  - ii) Declaration of dividends (interim and final)
  - iii) Issue of securities by way of public/ rights/bonus, etc.
  - iv) Any major expansion plans or execution of new projects o Amalgamation, mergers, takeovers and buy-outs.
  - v) Disposal of whole or substantially whole of the undertaking.
  - vi) Any significant changes in policies, plans or operations of the company.
  - vii) Any other matter / decision / information which in the opinion of the Management may materially affect the price of the Company's shares.



- 6.3. Except for matter related to declaration of financial results, for all other matters related to UPSI, the Trading Window shall remain close for a period of 7 days before meeting of the Board of Directors or from the date of circulation of agenda papers pertaining to the subject referred above, whichever is longer, and shall end 48 hours after the information is submitted to the Stock Exchange. For matter related to declaration of financial results, the Trading Window shall remain close for a period beginning from the end of quarter to which the result pertains upto 48 hours after the result is submitted to the Stock Exchange
- 6.4. All Designated Persons of the Company shall conduct all their dealings in the securities of the Company only during the "Free Period" and shall not deal in any transaction involving the purchase or sale of the Company's securities during the "Prohibited Period" or during any other period as may be specified by the Company from time to time.

## **7. PRE – CLEARANCE OF TRADE**

- 7.1. Every Designated Persons of the Company who intend to deal in the securities of the Company shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives, only if the cumulative trading whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value) or such other amount as may be specified by the Board of Directors from time to time.
- 7.2. An application for pre-clearance of trade may be made to the Compliance Officer in Pre-clearance Application Form along with Undertaking executed in favour of the Company (format enclosed as '**Appendix A**').
- 7.3. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer shall grant approval (in format enclosed as '**Appendix B**') within 2 days from the date of acknowledgement. The Compliance Officer shall retain copies of all applications & acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent. If so requested by the Compliance Officer, Designated person must ensure that his stock broker is authorized to disclose to the Company all matters relevant to his share dealings.
- 7.4. Further, no pre-clearance would be required for dealing in the securities of the Company where the trade is being undertaken pursuant to approved Trading Plan/ trades pursuant to exercise of stock options.
- 7.5. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

## 8. OTHER RESTRICTIONS

- 8.1. All Designated persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the designated persons must pre-clear the transaction again.
- 8.2. The Designated Persons shall file the details of the trade with the Compliance Officer in the prescribed form (**enclosed as 'Appendix C'**) within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 working days after expiry of seven trading days of pre clearance approval.
- 8.3. All Designated Persons who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 8.4. The restriction of contra-trade will not be applicable for trade pursuant to exercise of options or Trading Plan.
- 8.5. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 8.6. The trading window restrictions shall not apply in respect of:
- i) Transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board.
  - ii) Transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

## 9. REPORTING REQUIREMENT

- 9.1. Initial Disclosure: Every Promoter, member of promoter group, Key Managerial Personnel and Director shall disclose his holding of Securities of the Company as on the date of this Code taking effect, within thirty days of this Code taking effect, to the Company in **'Form A' (enclosed)**.

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 holding of securities of the Company as on the date of appointment or becoming a Promoter or part of the promoter

group, to the Company within seven days of such appointment or becoming a promoter or part of the promoter group in **'Form B' (enclosed)**.

- 9.2. Continuous Disclosure: Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of by them if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten lakh rupees. Such disclosure shall be made in the **'Form C' (enclosed)** within 2 trading days of such transaction.
- 9.3. The Company shall notify the particulars of such trading to the stock exchange(s) within two trading days of receipt of the disclosure or from becoming aware of such information.
- 9.4. The Board / Compliance Officer may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in **Form D (enclosed)** at such frequency as may be determined by the Board / Compliance Officer in order to monitor compliance with the Regulations and this Code.
- 9.5. All Designated Persons shall file an annual statement in **Appendix "D"** to the Compliance Officer of their entire holding in the Company's Securities as on 31<sup>st</sup> March every year, along with the names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on or before 30<sup>th</sup> April of Every year:
- (a) Immediate relatives;
- (b) Persons with whom such designated person(s) shares a material financial relationship;
- alongwith phone, mobile and cell numbers which are used by them in addition to the aforesaid, details of educational institutions from which designated persons have graduated along with the names of their past employers shall be disclosed on a one-time basis.
- "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."*
- 9.6. Reporting to Board and Audit Committee: The Compliance Officer shall report to the Board of Directors and Audit Committee on half yearly basis, details in connection with the following:
- i. Pre-clearance request received, approved and rejected;
  - ii. Trading Plan approved; and
  - iii. Disclosure received under the Regulations.
- 9.7. This Code shall be published on the official web site of the Company.

## **10. SENSITIZATION OF TEAM ENGAGED IN TRANSACTIONS INVOLVING UPSI**

- 10.1. In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the respective head of the Department to which the transaction pertains shall ensure the following:

- i. UPSI shall be shared only on need-to-know basis;
- ii. A brief introduction of the Code shall be given to all the Parties involved in the transaction specifically duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information;
- iii. In case persons/parties involved have not executed a non-disclosure agreement with the Company, then such agreement should be executed before sharing any UPSI;
- iv. Permanent Account Number or any other identifier authorized by law from such persons except in case of employee, with whom UPSI is being shared, is duly obtained; or
- v. Where such UPSI is shared with Fiduciaries or Intermediaries, then such Fiduciaries or Intermediaries shall ensure the compliance of the aforesaid.

## **11. LEAK OR SUSPECTED LEAK OF UPSI**

11.1. The Company has adopted 'Policies and Procedures for Inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information' as per the SEBI PIT Regulations which are available at the Company's Website under the 'Investors Section'. In case any whistle blower reports leak or suspected leak of UPSI, then the procedure as prescribed by the Company in the "Policy and Procedure for Inquiry in case of leak or suspected Leak of Unpublished Price Sensitive Information of the Company" shall be followed.

## **12. CODE OF FAIR DISCLOSURE**

12.1. Under Regulation 8(1) of the Insider Trading Regulations, the principles for fair disclosure adopted by the Company in the Code are as follows:

- i) The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the designated officer.
- ii) The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- iii) The Compliance Officer of the Company or such other person, as may be appointed by the Board shall serve as the Chief Investor Relations officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- iv) The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.

- v) The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumour(s) by regulatory authorities.
- vi) The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Company shall endeavour that, where any Unpublished Price Sensitive Information is to be disclosed, before discussing or disclosing any such information to analysts or at any meeting, first the information is to be provided to the stock exchanges and where applicable, appropriate press releases to be made, before any such meetings.
- vii) The Company shall develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the website of the Company to ensure official confirmation and documentation of disclosures made.
- viii) The Company shall handle all Unpublished Price Sensitive Information on a need-to know basis.

### **13. RESPONSIBILITY / ACCOUNTABILITY**

- 13.1. It is the duty of the Designated Person(s) to inform their relatives, being covered under this Code, about the requirement of the Code alongside the period of Trading Window closure from time to time.
- 13.2. The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations.
- 13.3. The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

### **14. PROTECTION TO THE INFORMANT**

- 14.1. The Company shall provide suitable protection to the informant, who has provided information to the Board under Chapter IIIA of SEBI (Prohibition of Insider Trading) Regulations, 2015, against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination irrespective of whether the information is considered or rejected by the Board or he/she is eligible for reward under these regulations.

### **15. PENALTY FOR CONTRAVENTION OF THE CODE**

- 15.1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 15.2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and the Company may take appropriate action.

15.3. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, claw back, recovery, ineligibility for future participation in employee stock option plans, etc. Any amount recovered from the designated persons as above shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

15.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

15.5. In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall inform about it to SEBI.

## **16. IMPLEMENTATION AND REVIEW OF CODE**

16.1. The Board of Directors shall be empowered to amend, modify, interpret this Code and such Code shall be effective from such date that the Board may notify in this behalf.

16.2. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

16.3. Subsequent modification(s) / amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code and in case of any inconsistency between this Code and the Regulations, the provisions of the SEBI PIT Regulations shall prevail.

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**APPENDIX A**  
**PRE CLERANCE APPLICATION FORM**

To  
**The Compliance Officer**  
**Gopal Snacks Limited**  
**Plot No. G2322, G2323 & G2324, Gidc Metoda Tal.**  
**Lodhika Rajkot, Gujarat-360021**

**Sub: Application for Pre-dealing approval in securities of the Company**

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and \_\_\_\_\_ Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prohibition of Insider Trading, ("**Code**"), seek approval to purchase/ sale / subscription/dealing of securities of the Company as per details given below:

S. No.	Particulars	
1	Name	
2	Designation, Department & Employee Code	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the Transaction is proposed	
9	Current market price (as on the date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. /DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully

\_\_\_\_\_  
 (Signature)

**DECLARATION AND UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

To  
The Compliance Officer  
Gopal Snacks Limited

I \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in the securities of the company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare and undertake that:

- a. I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code up to the time of signing this Undertaking.
- b. In the event that I have access to or received any information that could be construed as "Unpublished 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.
- c. I have not contravened the provisions of the Code as notified by the Company from time to time.
- d. I shall submit the necessary report within two working days of execution of the transaction in case transaction is executed and within two working days from the date of expiry of seven trading days from the date of pre clearance approval in case transaction is not undertaken.
- e. If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance.
- f. I have made full and true disclosure in the matter.

Date:

Signature:



**APPENDIX B**  
**PRE- CLEARANCE APPROVAL**

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 dated \_\_\_\_ is approved. Please note that the said transaction must be completed on or before (date) that is within Seven (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 filed.

For \_\_\_\_\_

\_\_\_\_\_  
**Compliance Officer**

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction

## APPENDIX C

## SUBMISSION OF DETAILS OF TRANSACTION EXECUTED UNDER PRE- CLEARANCE APPROVAL

To,  
**The Compliance Officer**  
**Gopal Snacks Limited ("Company")**  
**Plot No. G2322, G2323 & G2324, Gidc Metoda Tal.**  
**Lodhika Rajkot, Gujarat-360021**

I hereby inform that:

- (i) Have not bought/sold/subscribed the securities of the Company.  
(ii) Have bought/sold/subscribed the securities of the Company as per the following details:

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3years and produce to the Compliance officer / SEBI any of the following documents:

- (i) Broker's contract note.  
(ii) Proof of payment to/from brokers.  
(iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).  
(iv) Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I hereby declare that the above information is correct and no provisions of the Company's Code and/or the applicable laws/regulations have been contravened for effecting the aforesaid transaction(s).

Date:

Signature:

Name:

Designation

## APPENDIX D

**Declaration Form for submission of details of Immediate Relatives and others***(Refer clause 6(2) of the Code of Prevention of Insider Trading)*

The Compliance Officer,  
 Gopal Snacks Limited ("Company")  
 Plot No. G2322, G2323 & G2324, Gidc Metoda Tal.  
 Lodhika Rajkot, Gujarat-360021

- A) I hereby declare that the following persons are my "**Immediate Relatives<sup>(1)</sup>**" as on 31.03.\_\_\_\_/\_\_\_\_ (date of joining/ date of implementation of the code on insider trading/ date of end of the financial year/ date of change since the last disclosure- strike off whichever is not applicable):

Sl. No.	Name of the Immediate Relative	Relationship of Immediate Relative with self	State whether immediate relative is FD (financially Dependent)/ TR (Trading decision taken by self)	PAN (Permanent Account Number) or any other identifier authorised by law	Phone numbers and cell numbers which are used by them
1					
2					
3					

**NOTE:**

<sup>(1)</sup>"**immediate relative**" means a spouse of a person, and includes parents, siblings, 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;

*It is clarified that spouse of a person will be considered immediate relative, irrespective of whether he/she is financially dependent or not or consults such person in taking decisions relating to trading in securities or not.*

- B) I hereby declare that the following persons with whom I share "**Material Financial Relationship<sup>(2)</sup>**" as on 31.03.\_\_\_\_/\_\_\_\_ (date of joining/ date of implementation of the code on insider trading/ date of end of the financial year/ date of change since the last disclosure- strike off whichever is not applicable):

Persons with whom such designated persons shares a material financial relationship

Sl. No.	Name of the person with whom material financial relationship shared	Relationship with self	PAN (Permanent Account Number) or any other identifier authorised by law	Phone numbers and cell numbers which are used by them
1				
2				
3				

*(2)The term of “Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift during the immediately preceding twelve months, equivalent to at least 25% of the payer’s annual income and shall exclude relationships in which the payment is based on arm’s length transaction.*

C) Name of the educational Institute from where I have Graduated:

\_\_\_\_\_

D) Name of Past Employers#

Sl. No.	Name of the Employer	Designation	Period of Employment
1			
2			
3			
4			

**#Use Additional Sheet if required**

Date .....

Signature .....

Name.....

Category .....

*(Promoter, Promoter Group, Director, Employee/ retainer of \_\_\_\_\_/ Employee of Subsidiary Co. (name of Sub. Co. \_\_\_\_\_, others, \_\_\_\_\_ (please specify)*

Designation .....

Employee Code .....

Department .....

Location.....

Residential Address.....

**FORM A**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(a) read with Regulation 6(2)]**

GOPAL SNACKS LIMITED

**Details of Securities held by Promoter, Member of Promoter Group, 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 (Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director /others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	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	
		Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**FORM B**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(b) readwith Regulation 6(2)]**

GOPAL SNACKS LIMITED

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group 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 / member of promoter group others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter or member of promoter group	Securities held at the time of becoming Promoter or member of promoter group /appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter or member of promoter group		Open Interest of the Option Contracts held at the time of becoming Promoter or member of promoter group /appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible	No.		Number of units (contracts *lot size)	Notional value in Rupee terms	Number of units (contracts *lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

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

Signature:

Designation:

Date:

Place:

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**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading)  
Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]**

GOPAL SNACKS LIMITED

**Details of change in holding of Securities of promoter, member of the promoter group, designated person and director of listed company and other such persons as mentioned in Regulation 7(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter, member of the promoter group, designated person and director / 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 intimation to Company	Mode of acquisition/disposal (on market/ public/ rights/ preferential offer/ off market/ inter-se transfer, ESOPs etc.)
		Type of Security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No. &% of shareholding	Type of Security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No.	Value (in Rs.)	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of Security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No. &% of shareholding	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, member of the promoter group, designated person and 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)	Notional Value	Number of units (contracts * lot size)	
NA	NA	NA	NA	NA	NA	NA

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

Signature:

Designation:

Date:

Place:

\*\*\*\*\*



**Form D**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Read with Regulation 7(3) – Transactions by Other connected persons as identified by the Company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/ Dispose d		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives(Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debenture	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts *lot size)	Value	Number of units (contracts *lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:

Signature

Date:

Place:

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