

## **GPL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by Gayatri Projects Limited (GPL). This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and in adherence to the principles set out in Schedule A to the said Regulations.

### **The Principles of Fair Disclosure adopted by GPL are as follows:**

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. Company Secretary serves as its Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To publish proceedings of meetings with analysts and of other investor relations conferences on its official website to ensure official confirmation and documentation of disclosures made therein.
8. To handle all unpublished price sensitive information on a need-to-know basis only.
9. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of PIT Regulations. The expression "Legitimate Purpose" shall have the same meaning as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended).\*

**\*Revised by the Board of Directors on 29<sup>th</sup> March, 2019.**

Principles for determination of "Legitimate Purpose"\*

1. The Company shall ensure that UPSI is:

- Communicated, provided or is accessible to insiders; or
- Procured by any person only in furtherance of legitimate purpose.

2. An action shall be considered to be undertaken for a "legitimate purpose" if:

- It conforms with the statutes applicable to the Company;
- It is taken pursuant to a legal/ regulatory obligation of the Company;
- It conforms to the business of the Company/ is in the ordinary course of business of the Company;
- It is undertaken by a person to fulfil the obligations of his/ her role with respect to the Company;
- The action is executed in a manner which can be considered fair, transparent and effective;
- The action does not lead to market abuse;
- The action does not result into personal benefit of any Connected Person.

The Board of Directors reserves the right to modify or amend the Code in whole or in part.

This Code and every subsequent amendment made thereto shall be promptly intimated to the stock exchange where the securities are listed.

This Code shall be hosted on the Company's website.

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