



GOPAL SNACKS LIMITED

**POLICY AND PROCEDURE FOR INQUIRY IN CASE
OF LEAK OF UNPUBLISHED PRICE SENSITIVE
INFORMATION (UPSI)**

REVISION HISTORY

Version	Summary of changes	Board Approval on	Date of Release
Version 1	Initial	05.05.2023	05.05.2023

1. PREFACE

- 1.1 Gopal Snacks Limited(‘**Company**’) is a public limited company. The Company is in the business of Namkeen, Wafers, Fryums, Papad, Besan, Bakery products & Spices and snacks items or any other products (“**Products**”) marketed, distributed and sold by the Company under the various brands owned by the Company.
- 1.2 The SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), as amended from time to time, through Regulation 9A has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive informationand initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.
- 1.3 This Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information (“**Policy**”) has been formulated by the management of the Company in consultation with relevant stakeholders and was approved by the Board at their Board Meeting held on 05th May, 2023.

2. OBJECTIVE, SCOPE AND APPLICABILITY

- 2.1 The policy aims to strengthen the internal control system to prevent leak of unpublished price sensitive information (“**UPSI**”) and restrict and prohibit the practice of sharing of UPSI, with an un-authorized person, which originates from within the Company, and which affects the market price of the Company’s securities as well as loss of reputation and investors’ / financiers’ confidence in the Company.
- 2.2 This Policy covers all the complaints relating to leak or suspected leak of Unpublished Price Sensitive Information and is applicable on all persons for purpose of inquiry under this Policy.
- 2.3 The Policy will be applicable to the Company and its employees.

3. DEFINITIONS

- 3.1 “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company, in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”);
- 3.2 “**Board**” means Board of Directors of the Company;

- 3.3 **“Chief Investor Relation Officer”** or **“CIO”** shall mean the Compliance Officer of the Company appointed by the Board of Director under SEBI Listing Regulations;
- 3.4 **“Designated Persons”** means person designated as per the Company’s Code of Conduct for prohibition of Insider Trading;
- 3.5 **“Inquiry Officer”** or **“Inquiry Committee”** means an Employee, a person or a committee of persons nominated/ appointed by the Audit Committee to conduct detailed investigation under this Policy;
- 3.6 **“Leak of UPSI”** shall mean communication of information which is / deemed to be UPSI by any Insider, Employee and Designated Persons or any other known or unknown person (who has access or is in possession of UPSI) directly or indirectly, overtly or covertly or in any manner whatsoever to any person other than person(s) authorized by the Board of Directors of the Company after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI Listing Regulations and any amendment, re-amendment or re-enactment thereto except for legitimate purposes, performance of duties or discharge of legal obligations;
- 3.7 **“Legitimate Purpose”** shall mean sharing of UPSI in the ordinary course of business by an Insider with the promoters of the Company, auditors and their audit team (statutory, internal, cost, secretarial, GST and any other auditors as applicable), suppliers, bankers, legal advisors, consultants or any other advisors/consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations;
- 3.8 **“Suspect”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI; and
- 3.9 **“Unpublished price sensitive information”** or **“UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- a. Financial results
 - b. Dividends
 - c. Change in capital structure
 - d. Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions

- e. Changes in key managerial personnel
- f. Such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time

Words and expressions used and not defined in this policy but defined in the PIT Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4. COMPLAINT

- 4.1 Any person may make a Complaint under this Policy to the CIO at below contact details:

The Company Secretary & Compliance Officer
Gopal Snacks Limited
Address: Plot Nos. G2322, G2323 and G2324,
GIDC, Metoda, Taluka Lodhika,
Rajkot – 360 021. Gujarat, India.
E-mail ID: cs@gopalsnacks.com

- 4.2 In case the complainant has reason(s) to believe that the CIO is involved in the Complaint, the complainant in such circumstance may directly make the Complaint to the Chairperson of the Audit Committee at below contact details:

The Chairperson of the Audit Committee
Gopal Snacks Limited
Address: Plot Nos. G2322, G2323 and G2324,
GIDC, Metoda, Taluka Lodhika,
Rajkot – 360 021. Gujarat, India.

- 4.3 The Complaint shall and must include the maximum information about the leak or suspected leak of UPSI. The Complaint, if possible, should describe the identities of persons involved in leak or suspected leak of UPSI; a description of documents that relate to the leak or suspected leak of UPSI; and the time when the leak of UPSI occurred.

5. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHNAGES AND SEBI

- 5.1 On becoming aware of actual or suspected leak of UPSI of the Company which has been reported under this policy, the CIO shall ensure that the same shall

be promptly intimated to the stock exchanges on which the securities of the Company.

- 5.2 Any leak or suspected leak of UPSI, inquiries thereon and results of such inquiries shall also be promptly informed to SEBI.

6. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

- 6.1 The CIO or Chairman of the Audit Committee may, on becoming aware Suo moto, or on receipt of a written intimation of actual Leak or Suspected Leak of UPSI of the Company from a Suspect(s) including member of the promoter group, director, key managerial person, insider, employee, designated person, or any other known or unknown person employees of the Company or the regulator, shall follow the below-mentioned procedure for inquiry and/ or investigation of the matter:

i. Preliminary Enquiry:

- a. Preliminary enquiry is a fact-finding exercise. The object of the preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.
- b. The CIO shall examine and evaluate the Complaint to refer it to the Inquiry Officer or Inquiry Committee to conduct a detailed investigation under this Policy. If the CIO has a conflict of interest in a Complaint, he/she should notify the fact to the Chairperson of the Audit Committee for initial examination and evaluation of the Complaint.
- c. In case any member of the Audit Committee has a conflict of interest in a given matter, he/she should disclose such interest and should not consider the matter. In such an event the other members of the Audit Committee may consider the same
- d. If during the initial examination and evaluation of the Complaint, it is revealed that the Complaint is frivolous, the Compliance Officer or Chairperson of the Audit Committee (as the case may be) may close the Complaint.
- e. In the event of an initial examination and evaluation of the Complaint, it indicates the necessity for further investigation, the Audit Committee shall appoint and/or authorize any person(s), as it may deem fit, as Inquiry Officer or Member of Inquiry Committee to initiate/conduct an enquiry to collect the

relevant fact, material substances on actual or suspected leak of UPSI and to make recommendations under this Policy.

- f. If Inquiry Officer or any member of the Inquiry Committee has a conflict of interest in a given case, they should notify the fact to the CIO or Chairperson of the Audit Committee (as the case may be) for re-nomination of the new Inquiry Officer or reconstitution of Inquiry Committee by the Audit Committee as the case may be.
 - g. The Inquiry Officer or Inquiry Committee (as the case may be) shall inform the Suspect about the allegations at the outset of an investigation and the Suspect will have an opportunity for providing their inputs during the investigation.
 - h. The Suspect shall co-operate with the Inquiry Officer or Inquiry Committee (as the case may be) during the course of investigation to the extent that such co-operation shall not compromise self-incrimination protections available under the applicable laws.
- ii. Report of Preliminary Enquiry to the Audit Committee:
- a. The inquiry officer or inquiry Committee appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report along with its recommendation to the CIO or Audit Committee within 15 (fifteen) days or such period as extended by Audit Committee from the date of his appointment on this behalf.
- iii. Disciplinary Action:
- a. On submission of the report to the Audit Committee, the Audit Committee shall take the necessary action within thirty (30) days from the date of such report as the case may be.
 - b. Audit Committee may refer the matter to the Board with proposed disciplinary action/preventive measures depending upon the gravity of the matter. The Board may decide the matter as it deems fit within thirty (30) days of reference of the matter by the Audit Committee
 - a. The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the members of the Audit Committee or Board.

7. PENALTY FOR NON-ADHERENCE OF THE CLAUSES OF THE POLICY

- 7.1 Further Non-Adherence to any of the Clause as mentioned in this Policy will attract penalty of twenty-five thousand rupees and which may extend to five

lakh rupees as prescribed under Section 188 of the Companies Act, 2013, and a penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

8. IMPLEMENTATION AND REVIEW OF CODE

- 8.1 The Audit Committee with the aid of the Compliance Officer shall have the responsibility of ensuring implementation of this Policy. The Audit Committee shall also oversee the implementation and proper functioning of this Policy.
- 8.2 The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.
