“CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS”

AND

“CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION”

OF

GONTERMANN-PEIPERS (INDIA) LIMITED

1. INTRODUCTION & BACKGROUND

Insider trading means dealing in Securities of a company by its Directors, Employees or other Insiders based on unpublished Price Sensitive Information. Such dealings by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May 2015 and the same will be made applicable to all companies whose shares were listed on stock exchanges.

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the Regulations.

Sub-regulation (1) of Regulation 8 requires all listed companies to formulate and publish on its website, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information by adhering to the principles set out in Schedule A to the Regulations.

In order to ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, Gontermann-Peipers (India) Limited has formulated a code called "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders" and "Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information".

A. CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

2. OBJECTIVES OF CODE

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Promoter, Key Managerial Personnel, Director, Employees, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Gontermann-Peipers (India) Limited (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all Promoter, Key Managerial Personnel, Director, Employees, Officer, Designated Person and connected person.

3. APPLICABILITY OF THE CODE

- This Code is applicable to all the Directors of the Company and their relatives.

- This Code is applicable to all Senior Management Members of the Company and their relatives, from the rank of General Manager and above.

- All Executives of the Company, reporting directly to the Managing Director, any other Whole-time Director, President, Sr. Vice President and/or Vice Presidents of the Company and their relatives.

- This Code is applicable to Designated Persons / any other employee or officer of the Company or person who holds the position involving a professional or business relationship between himself and the company (whether temporary and permanent) and their relatives who has a direct functional reporting to the Board and also to any employee or officer of the Company, who may reasonably be expected to have an access to unpublished price sensitive information in relation to the company. The code is applicable to the auditors of the Company.

- All the above mentioned persons are expected to uphold this commitment.

4. DEFINITIONS

4.1 "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

4.2 "**Board**" means the Board of Directors of the Company.

4.3 "**Code**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders & Code for Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information of Gontermann-Peipers (India) Limited as amended from time to time.

4.4 "**Company**" means Gontermann-Peipers (India) Limited

4.5 **"Compliance Officer"** means Company Secretary 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.

4.6 "**Connected Person**" 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 recognised or authorized 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

4.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

4.8 "**Designated Person**" means any person as may be determined and informed by the Compliance officer from time to time and includes designated employees of the Company who are as under :-

(i) Every employee in the grade of assistant manager and above;

(ii) Every executive secretary / executive assistant to every employee in grade PR and above;

(ii) Every employee in the finance, accounts, secretarial, internal audit, control assurance and legal department; and

(iii) Any other employee as may be determined and informed by the Compliance Officer to be a designated employee, keeping in mind the objective of this Code.

4.9 **"Director"** means a member of the Board of Directors of the Company.

4.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

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

4.12 **"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.

4.13 **"Insider"** means any person who,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.

4.14 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013 read along with the relevant rules.

4.15 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

4.16 **"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;

4.17 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

4.18 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

4.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

4.20 **"Unpublished Price Sensitive Information"** means: 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. Material events in accordance with the listing agreement

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

4.22 **"Specified Persons"** means the Promoters, the Directors, connected persons, the insiders, the Designated Employees and their immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these 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 there under shall have the meanings respectively assigned to them in those legislation.

5. ROLE OF COMPLIANCE OFFICER

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board. In the absence of the designated / appointed Compliance Officer, the Chairman shall be authorised to appoint a person to act as the Compliance Officer in the period of absence.

5.1 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code.

5.2 The Compliance officer shall maintain a record of the designated employees and of any changes made in the list of designated employees (**Annexure - 1**).

The Compliance Officer shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director.

6. Restriction on Dealing, Communicating or Counseling on Matters Relating to Insider Trading:

6.1 Restriction on communication or procurement of unpublished price sensitive information

6.1.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.1.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.1.3 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;

- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction 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 of Directors may determine.

6.1.4 For the purpose of the Regulation 3.1.3 the Board of Directors 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 purpose of regulation 3.1.3 and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

6.1.5 “Need To Know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company 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 non-public information directly received by any employee should immediately be reported to the head of the department.

6.1.6 Limited access to confidential information - Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. without prejudice to the above, the Directors, Officers and employees shall follow such guidelines for maintenance of electronic record and systems as may be prescribed by Compliance officer from time to time after consultation with the person in charge of the Information Technology function.

6.1.7 To prevent the misuse of confidential information the organisation will adopt a “Chinese Wall” policy which separates those areas of the Organisation which routinely have access to confidential information, considered “insider areas” from those areas which deals with sale/marketing/ investment advice or other departments providing support services, considered “Public areas”.

The employees in the insider area shall not communicate any price sensitive information to anyone in the public area.

The employees in the Insider area will be physically segregated from the employees in public area.

Demarcation of the various departments as inside area may be implemented.

6.1.8 Restricted / Grey List - In order to monitor Chinese wall procedure and trading in client securities based on the inside information, the organization / firm shall restrict trading in certain securities and designate such list as restricted / grey list.

6.1.9 Trading Window - All Directors / officers and designated persons of the Company shall be subject to the trading restrictions as enumerated below.

i. The Company shall specify a trading period, to be called "Trading Window", for dealing in the Securities of the Company by the designated persons of the Company.

ii. Unless otherwise specified (**Annexure - 2**) by the Compliance Officer, the trading window shall be, inter alia, closed 7 days prior to :-

- declaration of Financial results (quarterly, half-yearly and annual);
- declaration of dividends (interim and final);
- change in capital structure
- any major expansion plans or execution of new projects;
- amalgamation, mergers, takeovers and buy-back;
- disposal of whole or substantially whole of the undertaking and
- any changes in policies, plans or operations of the company.
- changes in key managerial personnel
- material events in accordance with the listing agreement.

iii. The trading window shall remain closed until the Price Sensitive Information becomes generally available information.

iv. 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 forty-eight hours after the information becomes generally available.

v. All Directors, Officers and Designated Persons shall conduct all their dealings in the Securities of the Company only when the trading window is open and no Director, Officer or Employee of the Company shall deal in the Securities of the Company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time.

vi. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

vii. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when trading window is closed. However, exercise of a "cashless" stock option shall not be allowed when the trading window is closed since this type of exercise requires a sale of the Company's Securities.

6.2 <u>Trading when in possession of unpublished price sensitive information</u>

6.2.1 No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

i) 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 3.1.3 and both parties had made a conscious and informed trade decision.

ii) In the case of non-individual insiders :-

a) 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

b) Appropriate and adequate arrangements were in place to ensure that this 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, which is set up accordingly.

6.2.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Securities & Exchange Board of India.

The Board may specify such standards and requirements from time to time, as it may deem necessary for the purpose of these regulations.

6.3 TRADING PLANS

An insider shall be entitled to formulate a trading plan 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.

Such Trading Plan shall:-

i. Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii. Not entail trading for the period between the twentieth trading days 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;

iii. Entail trading for a period of not less than twelve months;

iv. Not entail overlap of any period for which another trading plan is already in existence;

v. 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

vi. Not entail trading in securities for market abuse.

6.4 The Compliance officer shall review the trading plan to access whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

6.5 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, the 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.

The Compliance Officer shall confirm that the commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Compliance officer shall notify the plan to the stock exchange on which the securities are listed.

7 PRE-CLEARANCE OF TRADES

7.1 When the Trading Window is open, trading by designated persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is in excess to the below mentioned threshold limits. Dealing in the securities of the Company by way of a transaction involving:-

a. More than 5,000 securities of the Company, or

b. A consideration price exceeding Rs. 5,00,000/- for the securities of the Company, or

c. A volume of the Securities exceeding 2% of total shareholding or voting rights in the Company, or

d. Sale of securities of the Company before expiry of the holding period prescribed under provision 6.5 of this code, should obtain a pre-dealing approval for the transactions as per the procedure described hereunder. This is mandatory irrespective of whether or not a trading window is open.

7.2 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.

7.3 **Procedure for obtaining Pre-Dealing**

For the purpose of obtaining a pre-dealing approval, the concerned director / officer / designated persons should make an application in the prescribed form (**Annexure - 3**) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents / papers as may be prescribed by the Compliance officer from time to time (**Annexure - 4**).

7.4 **Approval**

i) The compliance officer shall consider the application made as above and shall approve it unless he is of the opinion that grant of such approval would result in a breach of the Provisions of this Code, or the Regulation or the Companies Act, 2013.

ii) Every approval letter shall be in such format (**Annexure - 5**) as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of 7 trading days from the date of its issue.

Pre-cleared trades have to be executed by the designated person, within seven trading days, falling which fresh pre-clearance would be needed for the trades to be executed.

iii) All the directors / officers / designated persons and their dependents shall within 4 trading days of the execution of the deal, the details of such deal with the Compliance officer in the prescribed format. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure – 6**).

iv) All the directors / officers / designated persons and their dependents shall execute their order in respect of the Securities of the Company within one week after the approval of the Pre-Clearance is given. If the order is not executed one week after the approval is given, the employees / directors must pre-clear the transaction again.

v) In the absence of the Compliance officer due to leave, etc, the Officer designated by him / her from time–to–time shall discharge the function referred above.

vi) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the Applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also regard to whether any such declaration is reasonably capable of being rendered inaccurate.

vii) The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for Pre- Clearance of trades.

viii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. RESTRICTION ON CONTRA TRADE

This Code shall specify the period, which in any event shall not be less than 6 (six) months, within which a designated person who is permitted to trade shall not execute a contra trade.

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, if a contra trade is executed, inadvertently, or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund (IPEF).

9. OTHER RESTRICTIONS

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

9.2 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 Code.

9.3 The disclosures made under this Code shall be maintained for a minimum period of five years, in such form as may be specified.

10. Reporting Requirements for transactions in securities

Initial Disclosure

10.1 Every promoter/ Key Managerial Personnel / Director / Officers / Designated Persons of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (**Annexure - 7**).

10.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form (**Annexure – 8**).

Continual Disclosure

10.3 Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 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, aggregates to a traded value in excess of Rs. Ten lakhs in the prescribed Form (**Annexure – 9**).

The disclosure shall be made within 2 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.

Disclosure of change in Holding / Trading by other connected persons

10.4 The Company shall at its discretion require any other connected person or class of connected person to make disclosures of change in shareholding and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this regulation (**Annexure – 10**).

11. **Disclosure by the Company to the Stock Exchange(s) -** Within 2 trading days of the receipt of intimation under provision 10.3 of this Code, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

12. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

13. Reporting Requirements for Transactions in Securities:

13.1 In addition to complying with the reporting requirements as prescribed under other clauses of this Code, all Directors, Officers and Designated Persons of the company shall file with the Compliance Officer, inter alia, the following details of their/their dependents' holdings and /or dealings in the Securities of the Company to the Compliance Officer, within 7 working

days of the respective dates as on the date of joining the Company, (**Annexure -11**).

13.2 Annual statements of all holdings in Company's Securities as on 31st March every year, in such formats / manner (**Annexure - 12**) as may be prescribed by the Compliance Officer from time to time.

14. PROVISION FOR PENALTY

Penalty for contravention of this Code

Every Specified Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. However, where any direction is issued by the SEBI in any specific case relating to interpretation or application of any provision of this code, it shall be done only after affording a reasonable opportunity of being heard to the concerned person and after recording reasons for the direction.

Penalty for Insider Trading under SEBI Act, 1992

According to section 15G of the SEBI Act, 1992 if any insider who:

a. either on his own behalf or own 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

b. communicate 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

c. 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 of Rs. 25 (Twenty-Five) Crores** or three times of the profit made out of the insider trading, whichever is higher.

15. The Company reserves the right to modify, add, or amend the said Code as and when required by the statute or otherwise in order to safeguard the interest of the Company.

16. This Code was duly approved by Board of Directors dated 29th of May, 2015 and this Code shall be deemed to have come into force with an immediate effect.

Date: 29.05.2015

Place: Kolkata

Annexure - 1

REGISTER OF DESIGNATED EMPLOYEES
[To be maintained by the Compliance Officer]

Emp. No.	*Name of Employee*	*Grade*	*Department*	*Location*	*Name of Dependent*	*Date of Joining*	*Date of Ceasing*	*Remarks*

Annexure - 2

DRAFT OF E-MAIL FOR INTIMATING CLOSURE OF TRADING WINDOW

Subject: Urgent – Window Closing Notice (Insider Trading Restrictive period)

Dear All Directors, Employees of GPIL,

The Board meeting for approving _____ shall be held in the _____ week of _____.

In view of this, as per the Company's Code of Internal Procedures and conduct for Regulating, Monitoring and Reporting of trading by Insiders, I request all of you to refrain from trading in the Company's shares with immediate effect till the expiry of 48 hours after the public announcement of _____ is made.

Any contravention of the above will be offence under the SEBI Act, 1992 Regulations and punishable with a penalty of Rs. 25 (Twenty-Five) crore or three times of the profit made out of the insider trading, whichever is higher.

I request all of you to go through the Company's Code of Conduct for prevention of Insider Trading which is available in the Company's website.

In case you have any doubts, please contact me (Tel: 033 – 2453-2455/2456, Email: Alok_Samant@gontermann-peipers.com).

Thanks for your co-operation in this regard,

For **Gontermann-Peipers (India) Limited**

Alok Kumar Samant
Company Secretary

ANNEXURE - 3

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Gontermann-Peipers (India) Limited
Kolkata

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of Securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription of securities (c) Sale of securities
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 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)

ANNEXURE - 4

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
Gontermann-Peipers (India) Limited,
Kolkata

I, _____, _____ of the Company 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 Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders) 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 four 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.

Date: Signature: _____

* Indicate number of shares

ANNEXURE - 5

FORMAT FOR 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 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 4 trading days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **Gontermann-Peipers (India) Limited**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE - 6

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 4 trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Gontermann-Peipers (India) Limited
Kolkata

I hereby inform that I
• have not bought / sold/ subscribed any securities of the Company
• have bought /sold /subscribed to _____ securities as mentioned below on ____ (date)

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 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. 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 declare that the above information is correct and that no provisions of the Company's Code and / or applicable laws / regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature :

Name:

Designation:

ANNEXURE – 7

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulations 6(2)]

Name of the company : Gontermann-Peipers (India) Limited

ISIN of the company : INE530A01026

Details of Securities held by Promoter, Managerial Personnel (KMP), Director and other persons as mentioned in Regulations 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 date of regulation coming into force***		***% of shareh-olding***	***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***	
		Number of Securities (For e.g., - Shares, Warrants, Convertible Debentures, etc)	***No.***		***Number of units (Contracts* lot size)***	***Notional value in Rupees term***	***Number of units (Contracts* lot size)***	***Notional Value in Rupee terms***

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:

ANNEXURE - 8

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1)(b) read with Regulations 6(2)]

Name of the company : Gontermann-Peipers (India) Limited

ISIN of the company : INE530A01026

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

Name, PAN Nos., CIN / DIN & address with Contact No.	***Category of persons (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 shareho-lding***	***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 Promoters / appointment of Director / KMP***	
			Types of Security (For eg., - Shares, Warrants, Convertible Debentures, etc)	***No.***		***Number of Units (Contracts lot size)***	***Notional Value in Rupees terms***	***Number of units (Contracts lot size)***	***Notional value in Rupees terms***

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:

ANNEXURE - 9

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(2) read with Regulations 6(2)]

Name of the company : Gontermann-Peipers (India) Limited

ISIN of the company : INE530A01026

Details of Securities acquired or disposed by every Promoter, Director and employee of the Company and other such persons as mentioned in Regulation 6(2).

Name, PAN Nos., CIN / DIN & address of with Contact No.	Category of persons (Promoters / Directors / immediate relatives / others, etc)	Securities held prior to acquisition / disposal		Securities acquired / disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of Intimation to Company	Mode of acquisition**	Trading in derivatives (Specify types of Contract, Futures or Options, etc)				Exchange on which the trade was executed
		Types of Securities (For eg., - Shares, Warrants, Convertible Debentures, etc)	No.	Types of Security (For eg., Shares, Warrants, Convertible Debentures etc)	No.	Pre Transaction	Post Transaction	From	To			Buy		Sell		
												Value	*No. of units*	*Value*	*No. of Units*	

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

*** Mode of acquisition – market purchase / public rights / preferential offer / off market / inter-se transfer, etc.*

Signature:
Place:

Date:
Designation:

ANNEXURE - 10

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3)

Details of transaction by other connected persons as identified by the Company

Name, PAN Nos., CIN / DIN & addres s of with Contac t No.	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired / disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of Intimation to Company	Mode of acquisi-tion**	Trading in derivatives (Specify types of Contract, Futures or Options, etc)				Exchange on which the trade was executed
		Types of Securities (For eg., - Shares, Warrants, Convertible Debentures, etc)	No.	Types of Security (For eg., Shares, Warrants, Convertible Debentures, etc) No.	No.	Pre Tran-saction	Post Tran-sactior	From	To			Buy		Sell		
												Value	No. of units (Contra cts* lot size)	Value	No. of Units (Contra cts* lot size)	

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

*** Mode of acquisition – market purchase / public rights / preferential offer / off market / inter-se transfer, etc.*

Signature:
Place:

Date:
Designation:

Annexure -11

FORM FOR DISCLOSURE OF PARTICULARS BY DIRECTOR / OFFICERS / DESIGNATED PERSONS

To
Compliance Officer,
Gontermann-Peipers (India) Limited
P.O. Pailan, D.H. Road
24 Parganas (S)
Kolkata- 700 104
Name of the Director/ Officer/Employee

Employee No. : Grade :
Department : Location :

Declaration
Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992,I declare that I have the following dependents:

Sl. No.	Name of the Dependent	Relationship with Director / Officer / Designated Persons
1		
2		
3		
4		
5		

I further declare that I and my above mentioned dependents collectively hold _____ shares of Gontermann-Peipers (India) Limited as follows:

Name of Holders*	Physical Holding			Electronic Holding		
	Folio No.	*Cert. No.*	*Total Holdings*	*DP ID*	*Client ID*	Total Holdings

* Include holdings where Director/ Officer/ Designated Persons or dependant is a joint holder.

I hereby undertake to promptly inform you about any changes in the above details.

Date: _____

Name: _____

Place: _____

_____
Signature

Note: Pl. do not submit through electronic mail.

Annexure - 12

FORMAT OF ANNUAL STATEMENTS OF HOLDINGS BY DIRECTOR / OFFICER / EMPLOYEES AND THEIR DEPENDANTS

To
Compliance Officer,
Gontermann-Peipers (India) Limited
P.O. Pailan, D.H. Road
24 Parganas (S)
Kolkata- 700 104

Dear Sir,

Subject: Statement of Shareholdings in Gontermann-Peipers (India) Limited

As on 31st March _____, I and my dependents hold an aggregate of _____ equity shares in Gontermann-Peipers (India) Limited, details whereof are as under:-

Name of Holder	*Physical Holdings*			*Electronic Holdings*		
	Folio No.	*Cert. No.*	*Total Holdings*	*DP ID*	*Client ID*	*Total Holdings*

Yours truly,

Sign : _____

Name : _____

Emp. No. : _____

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

The Company will adhere to the following so as to ensure timely and adequate disclosure of Price Sensitive Information with respect to it or its securities, which is likely to affect price of the securities.

i. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

ii. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

iii. The Compliance Officer of the Company will be Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

iv. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

v. The Company will provide, appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.

vi. The Company will ensure that information if any shared with analysts and research personnel is not unpublished price sensitive information.

vii. The Company will develop best practices to make 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 will handle all unpublished price sensitive information on a need- to know basis.