



# GULF OIL LUBRICANTS INDIA LIMITED

## CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*[Pursuant to Sub-regulation (1) of Regulation 8 of Securities and Exchange Board of India  
(Prohibition of Insider Trading) Regulations, 2015]*

### I. Introduction

The Code of Practice and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code") is being framed with an intention to ensure timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") and the manner in which it shall be unvaryingly disseminated to the Investors on immediate and regular basis.

This Code lays down the practices and procedures that Gulf Oil Lubricants India Limited (the "Company") would follow in relation to dissemination of UPSI in accordance with the principles as laid down under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, ("SEBI (LODR) Regulations") as amended from time to time.

The terms used but not defined shall have meaning ascribed to them under the SEBI (PIT) Regulations, the Companies Act, 2013, the SEBI Act, 1992, SEBI (LODR) Regulations, Securities Contract (Regulation) Act, 1956, SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, etc. as applicable.

### II. Policy for Determination of "Legitimate Purposes"

"Legitimate Purpose" shall include sharing of UPSI by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) Regulations, as amended from time to time.

The term 'Legitimate Purpose' shall also include sharing of information by the Company, in furtherance of the Company's and stakeholders' interest, which includes, amongst others, sharing of UPSI with parties during transactions such as takeovers, mergers and acquisitions involving trading in securities, accounting consolidation, strategic planning, budgeting, forecasting, reporting or regulatory reporting, change of control to assess potential investment, sharing of information with any such entity with whom the Company has a relationship contractual or otherwise where such entity requires access to UPSI in order to discharge their obligations commercial or otherwise provided that such sharing has not been carried out to evade or circumvent the prohibitions under SEBI (PIT) Regulations with such safeguards, as maybe necessary. Further, the sharing of information with any such entity for research purposes, or in matters relating to intellectual property rights, including technical know-how and brand usage, or for other commercial purposes, shall also be considered within the scope of Legitimate Purpose.





The information shall be shared with concerned person on 'need to know' basis. This means the UPSI shall be disclosed only to those persons who 'need to know' the same in 'furtherance of a legitimate purpose', during the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

The person with whom the UPSI pertaining to the Company or its securities is shared shall be considered as 'Insider' under the SEBI (PIT) Regulations and shall also be required to abide by the Company's Internal code of conduct to regulate, monitor and report trading by designated persons of the Company and their immediate relatives, which means they can trade in the securities of the Company only in accordance with Regulations 3 and 4 of the SEBI (PIT) Regulations and the Company's Code of Conduct. In addition to the above, the said Insider would also be bound by the terms of Confidentiality and Non-Disclosure Agreement executed with the Company so that the recipient maintains the confidentiality of (and not inappropriately uses) the material non-public information / UPSI.

### **III. Chief Investor Relation Officer**

The Compliance Officer of the Company shall be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

In the absence of Compliance Officer, for any reason whatsoever, the Chief Financial Officer or any other senior officer as designated by the Board, shall act as Chief Investor Relations Officer under this Code.

The Compliance Officer may consult the Managing Director/ Chief Executive Officer/ Whole-Time Director/ Chief Financial Officer for determining the necessity of disclosure of UPSI.

### **IV. Dissemination of UPSI**

UPSI that may materially impact price discovery shall be disseminated in a uniform and universal manner to all stakeholders through the Stock Exchanges and/or by posting such information on the official website of the Company, no sooner than credible and concrete information comes into being in order to make such information generally available.

The Company shall use its best efforts to prevent selective disclosure of UPSI. However, in the event that any UPSI is disclosed selectively, inadvertently, or otherwise, the Company shall promptly take necessary steps to ensure that such information is made generally available by disseminating it to the Stock Exchanges and/or publishing it on the official website of the Company.

### **V. Legal Obligations**

In furtherance of its legal obligations, the Company may also be required to share UPSI with the Regulatory Authorities and/or Persons, in the events such as including, but not limited to, the following:

- Where the Company is evaluating various corporate actions, it may have to seek informal opinion/views from the Regulators, seek such approvals or regulatory exemptions, as may be necessary to consummate such corporate action;





- Where disclosure is required pursuant to statutory or regulatory reporting obligations under applicable laws;
- Where disclosure is required out of legal obligations to undertake compliance of the provisions of various law such as the Companies Act, 2013, Accounting Standards, Competition Act, 2002, etc.;
- Where disclosure is required in order to protect the vital interest of the Company during litigation.

While submitting the aforesaid information to the Regulatory Authorities, the Company shall endeavour to claim confidentiality over the UPSI so shared. However, the Company shall neither have visibility into nor control over any further dissemination, disclosure, or use of such information by the Regulatory Authorities.

#### **VI. Queries on news reports and/or requests for verification of market rumours**

The Compliance Officer shall ensure that appropriate and fair responses are provided to queries on news reports and/or requests for verification of market rumours by Regulatory Authorities.

The Compliance Officer, shall on receipt of requests as aforesaid, be responsible for consulting the Managing Director/ Chief Executive Officer/ Whole-Time Director/ Chief Financial Officer, as the case may be, and sending an appropriate and timely response to the same.

#### **VII. Disclosure/dissemination of Information with reference to Analysts and Institutional Investors**

The following shall be disclosed to the recognized stock exchanges as per the provisions prescribed under the SEBI LODR Regulations, read with SEBI Circulars issued from time to time, and by posting the same on the official website of the Company:

- Schedule of analysts or institutional investors meet
- Presentation, if any, to be made during such meet
- Audio / video recording of such meet
- Transcript of such meet

Only public information shall be made available to the analysts and institutional investors.

Unanticipated questions asked by analyst may be taken notice of and a response shall be given after due consideration. If the answer involves price sensitive information, it shall be ensured that a public announcement be made before giving a response.

#### **VIII. Review of the Code**

The Board of Directors, may, if thought necessary, amend this Code from time to time.

In the event of any conflict between this Code and the SEBI (PIT) Regulations or other applicable laws, the provisions of the SEBI (PIT) Regulations or such laws shall prevail over the Code.

Reviewed and amended on May 27, 2026

