

CODE OF CONDUCT FOR INSIDER TRADING

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

1. Definitions

- 1.1 “Act” means the Securities and Exchange Board of India Act, 1992.
- 1.2 “Board” means the Board of Directors of the Company.
- 1.3 “Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Gokul Agro Resources Ltd. as amended from time to time.
- 1.4 “Company” means Gokul Agro Resources Ltd. (GARL)
- 1.5 “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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.

Explanation - For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

1.6 “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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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.

- 1.7 **“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.
- 1.8 **Designated Employee(s)** shall include:
- I. Every employee in the grade of Assistant General Managers and above;
 - II. Every employee in the Finance, Accounts, Secretarial and Legal Department as may be determined and informed by the Compliance Officer; and
 - III. Any other employee as may be determined and informed by the Compliance Officer from time to time.
- 1.9 **“Director”** means a member of the Board of Directors of the Company.
- 1.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 1.11 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.12 **“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
- 1.13 **“Insider”** means any person who is,
- (i) Designated person(s) & their immediate relatives
 - (ii) A connected person; or
 - (iii) In possession of or having access to unpublished price sensitive information.
- 1.14 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013

- 1.15 **"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;
- 1.16 **"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(s) thereto;
- 1.17 **"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;
- 1.18 **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.20 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.21 **"Unpublished Price Sensitive Information (UPS I)"** 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, Delisting, Disposals and Expansion of business and such other transactions;
 - V. Changes in Key Managerial Personnel; and

- 1.22 “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.23 “**Specified Persons**” means the Directors, connected persons; the insiders, the Designated Employees and the promoters and 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.

2. Role of Compliance Officer

- 2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 2.2 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 of Conduct.

3. Policy for Determination of Legitimate Purposes:

As per the Insider Trading Regulations, UPSI shall only be shared by/procured by such person(s) that are authorized by the Board in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term “legitimate purpose” has been defined under Insider Trading Regulations to include sharing of UPSI 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

4. Preservation of Confidentiality of Unpublished Price Sensitive Information (UPSI) / Confidential Information

4.1 Insiders and their immediate relatives shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.

4.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e., no Price Sensitive Information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

4.3 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.

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

4.4.1 Entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company;

4.4.2 Not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company 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 of directors may determine (to be adequate and fair to cover all relevant and material facts).

4.5 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

4.6 The Company has put in place policies and procedures (hereinafter referred as Chinese Walls) to manage UPSI and prevent the inadvertent spread and misuse of UPSI. Chinese Walls are designed to curb on passing of UPSI. Employees, who are in possession of UPSI, have a responsibility to ensure that UPSI should not be shared or disclosed to any persons except their legal obligations. All non-public information directly / indirectly received by any employee should immediately be reported to the head of the department. Management shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that these are complied with by all affected employees. Local policies should address not only the maintenance of Chinese Walls and how these implemented and controlled but also procedures for crossing the wall. The establishment of Chinese Walls is not intended to suggest that within Insider Areas material, Confidential Information can circulate freely. Within Insider Areas, the 'need-to-know' policy is fully in effect.

4.7 Confidential Information / UPSI shall be kept with adequate security.

5. Maintenance of Structured Digital Database

5.1 The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

5.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and connected persons designated on the basis of their functional role (“designated persons”) in the Company shall be governed by an internal code of conduct governing dealing in securities.

6.1 Trading Plan

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.

6.2 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 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;
- 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.

6.3 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 plan as per provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.4 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 at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7 Pre-clearance of trades

7.1 All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance Officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (Annexure 2) shall be executed in favor of the Company by such Specified Employee incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.

- (iii) All Specified Persons and their relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (Annexure 4).

- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

- (v) All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (Initial Public Offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- (vi) 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 Other Restrictions

8.1 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.

8.2 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.

8.3 The disclosures made under this Code shall be maintained for a period of five years.

9. Reporting Requirements for transactions in securities

Initial Disclosure

9.1 Every Promoter, member of the promoter group, Key Managerial Personnel and Director 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 5).

9.2 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, to the Company within seven days of such appointment or becoming a Promoter.

Continual Disclosure

9.3 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 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.10 lakhs.

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.

10. Disclosure by the Company to the Stock Exchange(s)

10.1 Within 2 days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

10.2 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors / Officers / Designated Employees for a minimum period of **five years**.

11. Dissemination of Price Sensitive Information

11.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors.

- Only public information to be provided.
- At least two Company representatives shall be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Penalty for contravention of the Code of Conduct

12.1 Every Specified 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).

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

12.3 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.

12.4 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.

13. Amendments pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018

13.1 Procedure for enquiry in case of leak of UPSI

The Managing Director of GOKUL AGRO RESOURCES LIMITED shall formulate written policies and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

13.2 Identification of UPSI and maintaining its confidentiality

All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code and SEBI Insider Trading Regulations.

13.3 Process on how and when people are brought “inside” on sensitive transactions

The Compliance Officer in consultation with MD of the Company shall decide on how and when any person(s) should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- i) In the ordinary course of business.
- ii) In furtherance of performance of duty(ies).
- iii) For discharge of legal obligation(s).
- iv) For any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- v) For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

13.4 Intimation of Duties, Responsibilities and Liabilities of Persons brought inside on sensitive transactions

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out in by

the Compliance Officer in consultation with the Managing Director of the Company;

- i) To make aware such person that the information shared is or would be confidential.
- ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

13.5 Internal Control System

The Managing Director of GOKUL AGRO RESOURCES LIMITED shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and PIT regulations to prevent insider trading.

13.6 Review of Compliances of Code and verification of Internal Control System

The Audit Committee of GARL shall review compliance with the provisions of this Code and SEBI Insider Trading Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

ANNEXURE 1

(To be submitted in duplicate)

**Application for Pre-clearance of Trade under SEBI
(Prohibition of Insider Trading) Regulations, 1992**

To,
The Compliance Officer
Gokul Agro Resources Ltd.
Ahmedabad

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 Conduct for Prevention of Insider Trading, 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	
4.	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	
5.	Nature of securities held	*Equity Shares/Debentures/Other Securities
6.	Mode in which the securities are held	
7.	The Proposal is for	(a) Acquisition in the open Market (b) Subscription to the securities (c) Sale of securities
8.	Proposed date of dealing in securities	

10.	Estimated number of securities Proposed to be acquired/ subscribed/sold	
11.	Price at which the transaction is proposed	
12.	Current market price (as on the date of application)	
	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
13.	Whether the proposed transaction will be through stock exchange or off market deal	
14.	Proposed mode of dealing in securities	Physical / Dematerialized
15.	If securities are held/proposed to be dealt in dematerialized form	
	Name of the Depository DP ID Number Client ID number	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,
(Signature of Employee)

Place: _____

Date: _____

**strike whichever is not applicable*

Annexure - 2

Format of undertaking to be accompanied with the Application for Pre-Clearance

UNDERTAKING

To,
Gokul Agro Resources Ltd.
Ahmedabad

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 Conduct for prevention of Insider Trading (the Code) 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 - 3

Format for Pre- Trading Approval Letter

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

Yours faithfully,

For, Gokul Agro Resources Ltd.

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Gokul Agro Resources Limited

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 5

Format for Disclosure of Particulars by Promoter / Key Managerial Personnel / Director/ Designated Person

To,
 The Compliance Officer,
 Gokul Agro Resources Limited
 Ahmedabad

Dear Sir,

My personal details are as under:

NAME OF PROMOTER/	KEY MANAGERIAL PERSONNEL /DIRECTOR	/DESIGNATED PERSON	

#EMPL NO.	#GRADE		
_____	_____		
#DEPARTMENT	#LOCATION	DATE OF	APPOINTMENT
_____	_____	_____	_____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relative(s):

Sr. No.	Name of the Immediate Relative	Relationship with Director/ Designated Person

I hereby declare that I and/or my Immediate Relatives

- do not hold any Securities (including derivatives) as on date
- hold Securities (including derivatives) _____ (GIVE DESCRIPTION) as per the details given below :

Name of holder *	First or joint holder**	Folio No.(physical form)	Holding	DP ID/ CLIENT ID (electronic form)	Holding

*Include holdings where Director/ Designated Employee or Immediate Relative is a joint holder.

** Indicate –"F" where the named holder is the first holder of the Securities (including derivatives) and "J" where he/ she is the joint holder of the Securities (including derivatives).

to be filled in only by Employees.

All DP Ids and Client Ids to be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time-to time. I hereby declare that the above details are true, correct and complete in all respects.

Name: _____

Signature: _____

Date:

ANNEXURE 6

**Format of Annual Statement of Holdings by Promoter / Key Managerial Personnel / Director/
Designated Person and their Immediate Relatives**

To,
The Compliance Officer,
Gokul Agro Resources Limited
Ahmedabad

Dear Sir,

My personal details are as under:

NAME OF PROMOTER/	KEY MANAGERIAL PERSONNEL	/DIRECTOR	/DESIGNATED PERSON

#EMPL NO. _____	#GRADE _____		
#DEPARTMENT _____	#LOCATION _____	DATE OF	APPOINTMENT _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relative(s):

Sr. No.	Name of the Immediate Relative	Relationship with Director/ Designated Person

I hereby declare that I and/or my Immediate Relatives

- do not hold any Securities (including derivatives) as on date
- hold Securities (including derivatives) _____ (GIVE DESCRIPTION) as per the details given below :

Name of holder *	First or joint holder**	Folio No. (physical form)	Holding	DP ID/ CLIENT ID (electronic form)	Holding

*Include holdings where Director/ Designated Employee or Immediate Relative is a joint holder.

** Indicate –"F" where the named holder is the first holder of the Securities (including derivatives) and "J" where he/ she is the joint holder of the Securities (including derivatives).

to be filled in only by Employees.

All DP Ids and Client Ids to be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time-to time.

I hereby declare that the above details are true, correct and complete in all respects.

Name: _____

Signature: _____

Date:

ANNEXURE 7

Format for Disclosure of Transactions Crossing Certain Thresholds by Promoter/ Directors/ Employees

(To be submitted within 2 Trading Days of transaction/Dealing in Securities (including derivatives) of the Company)

Name , PAN & Addre ss	No. & % of Securitie s (includin g derivativ es)	Date of receipt of allotment advice/ acquisition/ sale of Securities (including derivatives)	Date of intimati on to compan y	Mode of acquisition (market purchase/ public/rig hts/ preferenti al offer etc.)	No. & % of Securitie s (includin g derivativ es) post acquisiti on /sale	Trading member through whom the trade was execute d with SEBI Registat ion No. of the trading member	Exchan ge on which the trade was execut ed	Buy/S ell quanti ty	Buy / Sell valu e

Note: The disclosure of the incremental transactions after the previous disclosure is required to be made when the transactions effected after the prior disclosure cross the threshold of Rs. 10 lakhs in the same calendar quarter.