



GFL LIMITED

**CODE OF CONDUCT TO REGULATE,
MONITOR AND REPORT TRADING
BY ITS DESIGNATED PERSONS AND
OTHERS**

1. INTRODUCTION

The Board of Directors of GFL Limited (Company), listed on the Stock Exchanges, has formulated this Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons (the "Code of Conduct") to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended from time to time, adopting minimum standards as set out in Schedule B to the PIT Regulations. This Code of Conduct should be read together with the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) of the Company and will be effective from 12th February, 2025.

2. OBJECTIVE

The objective of this Code of conduct is to regulate, monitor and report trading by the Designated Persons and immediate relatives of Designated Persons to ensure compliance with the PIT Regulations.

3. DEFINITIONS

- a. "Act" means the Securities and Exchange Board of India Act, 1992;
- b. "SEBI" means the Securities and Exchange Board of India;
- c. "Code of Conduct" means Code of Conduct to regulate, monitor and report trading of by its Designated Persons and other Connected Persons of GFL Limited approved by the Board of Directors of the Company in terms of Regulation 9 and as amended from time to time;
- d. "Company" means GFL Limited;
- e. "Compliance Officer" means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct specified in the PIT 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.

- f. "Connected Person" means

any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- i. 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 Relative of connected persons specified above; or
- a holding company or associate company or subsidiary company; or

- an intermediary as specified in Section 12 of the Act or an employee or Director thereof; or
- an investment company, trustee company, asset management company or an employee or Director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a Director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
- a firm or its partner or its employee in which a Connected Person is also a partner; or
- person sharing a household or residence with a Connected Person.

g. "Designated Person" shall mean

- i. Managing Director / Directors /Whole - time Director/Manager (if any);
 - ii. All Promoters and member of the Promoter Group of the Company;
 - iii. Chief Executive Officer (CEO) and employees up to two levels below CEO irrespective of their functional role in the company or their ability to have access to UPSI;
 - iv. Chief Financial Officer (CFO) and all Managers of Finance Department;
 - v. Company Secretary;
 - vi. Personal assistants of CEO / CFO / Managing Director /Whole - time Directors and President;
 - vii. All employees working in Secretarial Department;
 - viii. All employees who have access to e-mail server of the Company;
 - ix. All KMPs and Directors of Material Subsidiary, if any;
 - x. Any employee who has access to UPSI; and
 - xi. Any other employee/connected person added to this list from time to time;
- h. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- i. "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;
- j. "Insider" means any person who is
- a connected person; or
 - in possession of or having access to UPSI;
- k. "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations:
- Promoters of the Company

- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
 - Staff Members of the Audit firm/team conducting the Audit
 - Collaborators
 - Lenders
 - Customers
 - Suppliers
 - Bankers
 - Legal Advisors
 - Insolvency Professionals
 - Consultants
 - Any other advisors/consultants/partners
 - Any other person with whom UPSI is shared
- l. "Promoter" 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 thereof;
- m. "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 thereof;
- "Relative" means the following:
- (a) spouse of the person;
 - (b) parent of the person and parent of its spouse;
 - (c) sibling of the person and sibling of its spouse;
 - (d) child of the person and child of its spouse;
 - (e) spouse of the person listed at sub-clause (c); and
 - (f) spouse of the person listed at sub-clause (d).
- n. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- o. "Stock Exchanges" mean BSE Limited and National Stock Exchange of India Limited where the securities of the Company proposed to be listed/ or any other recognized Stock Exchanges where the securities of the Company will be listed;
- p. "Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- q. "Trading day" means a day on which the recognized Stock Exchanges are open for trading;
- r. "Trading Plan" means a duly formulated Trading Plan which, once approved by Compliance Officer and notified to the Stock Exchanges for public disclosure, will entitle an Insider, to carry out the trade in Securities of the Company accordance with the Plan;
- s. "Trading Window" means trading period for trading in Company's Securities;

- t. "Unpublished Price Sensitive Information" or "UPSI" means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
 - changes in key managerial personnel;

Words and expressions used and not defined in this Code of Conduct but defined in the PIT Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder, each as amended from time to time, shall have the meanings respectively assigned to them in those legislations.

4. RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS

- The Company or Insider shall not communicate, provide or allow access to any UPSI relating to a Company or securities listed or proposed to be listed to any person including other Insider except in following cases:
 - The information disclosed is in furtherance of legitimate purposes, performance of duties or discharge of obligations;
 - The information disclosed is in connection with a transaction which would entail an open offer under takeover regulations where the Board of Directors is of the informed opinion that the proposed transaction is in the best interests of the Company.
 - The information disclosed is in connection with a transaction which would 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 to be adequate and fair to cover all relevant and material facts. The parties shall 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 mentioned hereinabove in this clause, and shall not otherwise trade in securities of the Company when in possession of UPSI.

5. TRADING PLAN

5.1 Any Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. A copy of application to be submitted to the Company in the format given at **Annexure 1**.

5.2 Such Trading Plan shall

- 5.2.1 not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- 5.2.2 not entail overlap of any period for which another Trading Plan is already in existence;
- 5.2.3 set out following parameters for each trade to be executed:

1. either the value of trade to be effected or the number of securities to be traded;
2. nature of the trade;
3. either specific date or time period not exceeding five consecutive trading days within when the trade will be executed;
4. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses 1, 2 and 3 shall be mandatorily mentioned for each trade, the parameter in sub-clause 4 shall be optional.
- (ii) The price limit in sub-clause 4 shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

5.2.4 not entail trading in Securities for market abuse.

- 5.1 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the PIT 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. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval. A copy of the approval letter to be given in the format at **Annexure 2**.

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 shall not be applicable for trades carried out in accordance with the approved trading plan.

- 5.2 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the Trading Plan shall not be commenced if any UPSI 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.

Provided further that if the insider has set a price limit for a trade under sub-clause 4 of clause 5.2.3 of sub-para 5.2 of Para 5, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation:

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-para 5.4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

6. CODE OF INTERNAL PROCEDURES AND CONDUCT

6.1 Appointment of Compliance Officer

- i. The Company has appointed its Company Secretary as Compliance Officer who shall report to the Chairman of Audit Committee for the purpose of compliance with the PIT Regulations on quarterly basis.
- ii. The Compliance Officer shall be responsible for setting both Codes, for adherence of the rules for prevention of Insider Trading, pre-clearing of Designated Persons and their immediate Relatives and Connected Person's trades, monitoring of trades and implementation of this Code of Conduct under overall supervision of the Board.
- iii. The Compliance Officer shall maintain record of Designated Persons and changes thereof.
- iv. The Compliance Officer shall approve and notify Trading Plan to the Stock Exchanges on which securities are listed in accordance with this Code of Conduct.

6.2 Preservation of "Price Sensitive Information"

The Insider and the Designated Persons shall observe this Code of Conduct and Code of Practices and Procedures for fair disclosure of UPSI.

6.3 Trading in the Securities of the Company:

All Insiders and Designated Persons of the Company shall be subject to trading restrictions as enumerated in Clause 7 and Clause 7.1 of this Code of Conduct.

7. TRADING WHEN IN POSSESSION OF UPSI

No Insider and Designated Persons shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

Explanation – When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

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 insiders who were in possession of the same UPSI without being in breach of regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub-regulation (3) of Regulation 3 of the PIT Regulations.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under sub-regulation (3) of Regulation 3 of the PIT Regulations.

- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. in the case of non-individual insiders:
 - a. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that the PIT Regulations are not violated and no UPSI 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;
- vi. the trades were pursuant to a trading plan set up in accordance with Regulation 5 of the PIT Regulations.

7.1 TRADING WHEN NOT IN POSSESSION OF UPSI

- a. All the Insiders and Designated Persons and their immediate relatives, while they are not in possession of UPSI may trade in the Company's Securities only during Trading Window.
- b. All the Insiders and Designated Persons and their immediate relatives are required to obtain pre-clearance of trade, in the format given at **Annexure 3**, from the Compliance Officer of the Company if the value of transaction to be executed by them exceeds Rs. 10 Lacs.
- c. Approval for pre-clearance of Trade shall be given by Compliance Officer in the format given at **Annexure 4**.

- d. While applying for pre-clearance of trade, all the Insiders and Designated Persons and their immediate relatives are required to give a declaration to the effect that he/she is not in possession of any UPSI.
- e. The trade, once it is pre-cleared by the Compliance Officer, will have to be executed by the Insiders and Designated Persons and their immediate relatives within a period of Seven (7) days failing which fresh pre-clearance will have to be obtained for the trades to be executed. Once the trade is executed, the Insiders/Designated Persons and their immediate relatives shall inform the Compliance Officer in the format given at **Annexure 5**.
- f. If the Insiders / Designated Employees decide not to trade after obtaining pre-clearance from the Compliance Officer, he/she shall immediately inform the Compliance Officer in the format given at **Annexure 6** and obtain fresh pre-clearance as per Clause (c) above.
- g. Once the Trade is executed by the Insider/Designated Employee, he/she will not execute a Contra-trade for a period of six months. However, in case of emergencies, the application (in the format given at **Annexure 7**) has to be made to the Compliance Officer who may grant relaxation from strict application of such restriction for reasons to be recorded in writing. Compliance Officer shall however, ensure that such relaxation does not violate the PIT Regulations. If a Contra-trade has been executed, inadvertently or otherwise, in violation of above clause, the profits from such trade shall be collected from the concerned Insider/Designated Employee and shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- h. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Trading Window shall remain closed during the period of happening of certain events such as announcement of financial results, declaration of dividends, any other important event, due to any decision taken by the Company or by the Board of Directors which may have effect on the share price. The list of such events and the closing period for the window is as detailed below:-

Event	Trading Window remains closed	
	From	To
Declaration of Financial Results (Quarterly/Half Yearly/ Annual)	1 st day of the month immediately following the end of quarter/ Half Year/ Annual	48 hours after the information has been generally available by the Company
Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been made generally available by the Company

Change in capital Structure	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company
Major Expansion Plans or Execution of New Projects	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the Notice is submitted to the Stock Exchanges.
Amalgamation, Merger, Takeovers, Buyback proposals for amalgamation of the Company with any other Company or vice-versa or taking over of any other Company	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company
Changes in Key Managerial Personnel	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company

Trading Window shall be opened 48 hours after the information is made public.

8. INITIAL DISCLOSURES

- i. Every person on being appointed 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 date of appointment of becoming a promoter, to the Company within seven days of such appointment of becoming a promoter in the format prescribed by SEBI or any other authority from time to time.

9. CONTINUAL DISCLOSURE

- i. 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 ten lakh rupees or such other value as may be specified in the format prescribed by SEBI or any other authority from time to time.
- ii. The Company shall notify the particulars of such trading to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

10. MAINTENANCE OF RECORDS OF DISCLOSURES

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

11. DISCLOSURES BY OTHER CONNECTED PERSONS

The Company may, at its discretion, require any other Connected Person or class of connected persons, for example management consultants, to make disclosures of holdings and trading in Securities of the Company in the format prescribed by SEBI or any other authority from time to time and at such frequency as may be determined by the Company in order to monitor compliance with this Code of

Conduct.

12. PROCESS FOR SHARING THE INFORMATION OR BRINGING PEOPLE INSIDE ON SENSITIVE TRANSACTION

Designated Person shall ensure that any information about sensitive transactions would be disclosed to other employees / consultants / advisors, etc., on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

All the employees / consultants / advisors, etc., with whom information on sensitive transaction is shared will be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

Any employees / consultants / advisors, etc., who is in receipt of information on sensitive transaction will be expected to maintain the confidentiality of the information.

13. PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company, on becoming aware of case of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI, shall take necessary actions as prescribed under Legitimate Purpose Policy.

14. PENALTIES FOR NON-COMPLIANCE

Depending upon the severity of the non-compliance with the Code of Conduct by the Insider/Designated Employees, the Board of Directors shall impose sanctions and disciplinary actions, including wage freeze, suspension, recovery, claw-back etc. at their discretion.

15. REPORTING OF NON-COMPLIANCE OF PROVISIONS OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

If the Compliance Officer observes that there has been a violation of the PIT Regulations, he/she shall bring it to the notice of the Chairman of the Audit Committee of the Company who shall in turn inform the SEBI promptly.

16. DISCLOSURE TO BE GIVEN BY DESIGNATED PERSONS

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a. immediate relatives;
- b. persons with whom such designated person(s) shares a material financial relationship; and
- c. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

17. COMMUNICATION OF THIS CODE OF CONDUCT

A copy of this Code of Conduct and every amendment thereto shall be promptly intimated to the Stock Exchanges. A copy of this Code of Conduct shall be handed over to the Directors and all the Employees of the Company within one month from the date of approval by the Board. This Code of Conduct shall also be posted on the website of the Company.

18. AMENDMENT

Any change in this Code of Conduct shall be approved by the Board of Directors of the Company or Committee of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Code of Conduct or the entire Code of Conduct, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

**By order of the Board of Directors of
GFL Limited**

Effective Date: February 12, 2025

Date of the approval by the Board: February 12, 2025

Place: Mumbai

Annexure 1

Application for approval of Proposed Trading Plan

To,
The Compliance Officer
GFL Limited
7th Floor, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400018.

I/We am/are holding _____ Securities (type of security to be specified) of Rs ____ - each in my/our capacity as _____ hereby submit my/our proposed Trading Plan for trading in Securities of the Company during the period when Trading Window is open, for your consideration and approval:

Sr no	No of Securities	Type of trade [Purchase or Sell]	Value of Trade to be effected or number of securities to be traded	Specific date for execution of trade or time period for executing trades ¹	Price Limit ²	Remark

Cannot exceeds five consecutive trading days

² *An upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:*

(a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price

(b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price.

Undertakings:

- I will not commence trading earlier one hundred and twenty calendar days from the public disclosure of the plan.
- I do not have overlapping trading plan for the same period.
- In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons, at the time of formulation and approval of this plan but which i not made public at the time of trading as per the approved time schedule in the said plan, 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 have not contravened the provisions of the "Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons " as notified by the Company from time to time;
- I have made full and true disclosure in the matter.
- I undertake to abide by this trading plan once approved and shall furnish such declarations/disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- I shall not use this trading plan as a tool for market abuse

Signature:

Date:

For use of Compliance Officer:

1

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Application recd. Date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of _____ months commencing from _____ up till _____

Notification to Stock Exchange _____

Signature of Compliance Officer: _____

Approval of Trading Plan

To

Dear Sir/ Madam

This has reference to your application submitting your proposed Trading Plan for trading in securities (type of security to be specified) of the Company as per the details mentioned therein.

I/We have examined the Trading Plan submitted by you and give you the approval for trading in Securities of the Company when trading window is open.

Sr no	No of Securities	Plan for Purchase or Sell month wise details	Indicative price range	Remark

Please note the Trading Plan as approved is required to be implemented by you mandatorily in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and you are also required to abide by requirements of disclosure of change in your holding.

Please note that a copy of approved Trading Plan is submitted by us to the Stock Exchanges where Securities of the Company are listed.

Thanking you.

Yours faithfully,

For GFL Limited

Compliance Officer

Application for pre-clearance of trade
SEBI (PIT) Regulations, 2015
(When dealing in Securities beyond the threshold limit)

To,

The Compliance Officer

GFL Limited

7th Floor, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Dear Sir,

Sub: Pre-clearance of trade

Ref: DP's name: _____
DP ID: _____ CLIENT ID: _____
Name of Insider: _____
Address: _____

Your approval is solicited for purchase/sale of _____ Securities of the Company in physical / demat form.

I state on solemn affirmation:

1. that I am Director/Employee/D.E. of the Company _____ who may reasonably be expected to have an access to UPSI in relation to the Company.
2. that I intend to purchase/sale _____ (state No. of Securities) Securities of the Company in physical/demat form immediately on receipt of clearance for trade.
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that at this point of time Trading Window is open and I am permitted to trade in Securities.
5. that I do not have access to the UPSI and also have not received UPSI till today.
6. that in case I have access to the price sensitive information or receive it after signing this undertaking, I shall inform the change and refrain from dealing in Securities till the information becomes public.
7. that I have not contravened the code of conduct for prevention of Insider Trading as notified by the Company.
8. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Name:

Signature:

Designation:

(You are requested to use the above format for preclearance of trade of your dependents i.e. dependent parents, dependent spouse, and dependent children)

Annexure 4

Pre-clearance Trade

To,

Name of employee etc.

Dear sir/madam,

This has reference to your application for approval of Trade in the Securities of the Company dated _____.

Your application is considered and based on the undertaking given by you, the proposed trade is approved for purchase/sale of _____ equity shares of the Company.

This approval is valid for one week, or till your access to UPSI, whichever is earlier.

In case, you do not execute a trade within one week or till your access to UPSI, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Thanking you,
Yours faithfully,

For GFL Limited

Compliance Officer

Reporting of Trade/Transaction

Date: _____

To,

The Compliance Officer

GFL Limited

7th Floor, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Dear Sir,

Folio No. _____ / D.P.ID. No. _____ Client I.D. No. _____

Sub: Preclearance of trade dated _____

This is to inform you that the trade for purchase / sale of Company's Securities cleared by you
vide No. _____ dated _____ has been completed.

Name of holder	No. of securities purchased / sold	Average Gross Price per Securities (in Rs.)	DP ID & Client ID / Folio. No.

Further I enclose herewith copy of contract note for your ready reference.

I declare that the above information is correct and that no provisions of the Code of Conduct has been
violated while executing aforesaid trade/transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering
into an opposite transaction in respect of said Securities.

Thanking you,

Yours truly

Signature:

Name:

Designation:

Annexure 6

Intimation about non-execution of Trade after seeking pre-clearance.

To,

The Compliance Officer

Date:_____

GFL Limited

7th Floor, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Dear Sir,

Folio No._____

/ D.P.ID. No._____

Client I.D. No._____

Sub: Non-execution of Trade after obtaining Preclearance of trade vide letter dated

This is to inform you that you had approved my application for trade in the Securities of the Company vide your letter dated_____. I wish to inform you that I could not execute the Trade on account of_____(state the reason for non-execution of Trade.)

Thanking you.

Yours truly,

Signature:

Name:

Designation:

Application for waiver of minimum holding period

To

The Compliance Officer
GFL Limited

Date: _____

7th Floor, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Dear Sir,

Folio No. _____ **/ D.P.ID. No.** _____ **Client I.D. No.** _____

Sub: Waiver of minimum holding period

I/my dependent family member (state name & relation) had purchased Company's Securities vide preclearance dated _____, on _____ (date of completion of deal).

On account of (state reason for selling) I wish to sell these Securities within the minimum holding period.

Your approval is solicited.

Thanking you.

Yours truly,

Signature:

Name:

Designation: