



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OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading)  
Regulations, 2015*

*(Revised applicable w.e.f. December 01, 2016)*

**SAMBHAAV MEDIA LIMITED**

**CIN: L67120GJ1990PLC014094**

**REGISTERED OFFICE:**

Sambhaav House, Opp. Judges' Bungalows,

Premchandnagar Road, Satellite

Ahmedabad - 380 015

## **1. PREAMBLE**

The Company has, in terms of the requirement of Regulation 8(1) read with Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015, adopted Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (“the Code”) w.e.f. May 15, 2015. Certain provisions of the SEBI Regulations have since been amended. In order to comply with extant applicable Regulations as well as to ensure prompt and accurate dissemination of information by the Company, the Board of Directors thought it prudent to amend the earlier code by adopting this revised code (“Revised Code”). This Revised Code substitutes the earlier code and shall come into force w.e.f. December 01, 2016.

## **2. PURPOSE**

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements. This Code is to enable all persons investing in the securities of the Company to have the opportunities for equal and timely access to information that may affect their investment decisions regarding those securities.

The purpose of the Revised Code is to clearly outline procedures and practical guidelines to be followed by the Company for consistent, transparent, regular and timely public disclosures and dissemination of Unpublished Price Sensitive Information.

## **3. APPLICABILITY**

This revised Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak and communicate on behalf of the Company. This Code which has been reviewed and approved by the Board of Directors has come into effect from December 01, 2016.

## **4. INFORMATION COVERED BY THIS CODE**

### **4.1 Unpublished Price Sensitive Information**

“Unpublished Price Sensitive Information” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available, which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 generally include information relating to the following:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in Key Managerial Personnel
- Material events in accordance with the Listing Agreement

## 4.2 Material Information

Material Information means any information relating to the business or affairs of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the Securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions. Material Information *inter alia*, includes information regarding:

### **A. Events or Information as stipulated under Para A of Part A of Schedule III under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
- Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- Revision in Rating(s)
- Outcome of the Meetings of the Board of Directors to be disclosed to the stock exchange where meeting is held to consider the following:
  - (a) dividends and/ or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
  - (b) any cancellation of dividend with reasons thereof;
  - (c) the decision on buyback of securities;
  - (d) the decision with respect to fund raising proposed to be undertaken
  - (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited. dispatched;
  - (f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - (g) short particulars of any other alterations of capital, including calls;
  - (h) financial results;
  - (i) decision on voluntary delisting by the listed entity from stock exchange(s)
- Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- Fraud/ defaults by promoters or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- Appointment or discontinuation of share transfer agent.

- Corporate Debt Restructuring
- Reference to BIFR and winding up petition filed by any party/ creditors
- Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
- Proceedings of Annual and Extraordinary general meetings of the listed entity
- Amendments to memorandum and articles of association of listed entity, in brief.
- Schedule of Analyst or institutional investor meet and presentations on financial results made by listed entity to analysts or institutional investors.

**B. Events or Information as stipulated under Para B of Part A of Schedule III under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division,
- Changes in general character of business of the Company,
- Capacity addition or product launch,
- Awarding, bagging/ receiving, amendment or termination of awarded/ bagged orders /contracts not in the normal course of business.
- Agreements (viz. loan agreement(s) as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof,
- Material disruption of operations due to natural calamity
- Effects arising out of change,
- Action pursuant to regulatory amendments that is material to the operations of the Company,
- Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Company,
- Fraud or default by directors (other than KMP) or employees of listed entity,
- Options to purchase securities including any ESOP/ ESPS Scheme,
- Giving of guarantees or indemnity or becoming a surety for any third party,
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

This list is not exhaustive, but intended to provide examples of information that may require public disclosure. For the purpose of this Code, all the above information including Unpublished Price Sensitive Information would be referred to as "Material Information".

## **5. CHIEF INVESTOR RELATIONS OFFICER**

The Company has designated the Chief Finance Officer as the Chief Investor Relations Officer, who shall be responsible to deal with the dissemination of information and disclosures of any Material Information.

No other employee shall respond under any circumstances to any inquiries from the Stock Exchanges, the media or others, unless authorized to do so by the Managing Directors of the Company.

## **6. BASIC PRINCIPLES OF DISCLOSURES**

Procedures governing the disclosure of Material Information required shall provide that such disclosure shall be made in accordance with the following principles:

- Information should be disclosed immediately through the Stock Exchanges to ensure 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.
- No selective disclosure shall be made. Previously undisclosed Unpublished Price Sensitive Information must not be disclosed to selected individuals (for example, in an interview with one or several analyst in particulars or in a telephone conversation with one or several investors in particular). If previously undisclosed information is inadvertently disclosed to an analyst, investor or any other person, such information must then be disclosed to the Stock Exchanges immediately.
- Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in which case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only after there is creditability to the information and the information has concretized.
- Disclosures should be made in timely manner.
- Disclosures must be complete in all material respects and should not be misleading.
- Unfavorable Material Information must be disclosed as promptly and completely as favorable information.
- Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

## **7. DISCLOSURE OF MATERIAL INFORMATION**

The Company shall disclose Material Information concerning its business and affairs to the public immediately, except when otherwise required for the purpose of maintaining the confidentiality of the information. This Code is to enable all persons investing in the securities of the Company to have the opportunities for equal and timely access to information that may affect their investment decisions regarding those securities.

This Code further provides that, once there is creditability to the information and once the information is reached to a level of concretization, the information would be disclosed by the Company in a timely manner.

## **8. PROCESS OF DISCLOSING MATERIAL INFORMATION**

In case any Functional Head becomes aware of some Material Information about the Company, the said Functional head would immediately contact the Chief Investor Relations Officer of the Company.

Thereafter the Chief Investor Relations Officer in consultation with one Whole Time Director and the Company Secretary would determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Agreements. Thereafter, the Chief Investor Relations Officer and Whole Time Director in consultation with the Company Secretary shall prepare the content of the disclosure; determine the timing of the disclosures and shall disclose the said information to the Stock Exchanges.

Invariably the information shall be sent to the Stock Exchanges prior to disseminating through any media (press/ electronic)/ any other means. Post dissemination of any material information through stock exchange platform; the Company may inform to the public at large. Clips or recording of any TV interview and copies of press/ investor releases shall be displayed on the website of the Company.

While determining the timing of disclosure/ dissemination of any material information, the Chief Investor Relation Officer, Company Secretary and other authorized officers of the Company follow below guideline.

Sr. No.	Type of Information	When Reportable
1	Material Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.	Immediately on approval by the Board of Directors to any acquisition, scheme of arrangement, merger, demerger, restructuring, sale or disposal of units, divisions or subsidiary as the case may be.
2	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities	Immediately upon approval by the Board of Directors.
3	Ratings	All assignment and revision in credit rating of securities and bank facilities to be disseminated immediately upon acceptance of confirmation letter received from the credit rating agency.
4	Outcome of the Meeting of the Board of Directors where agenda items prescribed under para 4 of Part A of Schedule III of LODR took place	Within 30 minutes of closure of Board Meeting
5	Any agreements which are binding and not in the ordinary course of business and material i.e Share holders's agreement, joint venture agreement, family settlement agreement, treaty with media companies; including any revision, termination thereof.	Upon execution of such agreements

<b>Sr. No.</b>	<b>Type of Information</b>	<b>When Reportable</b>
6	Fraud/ Default by Promoters or KMP or by the Company or arrest of KMP or promoter.	Upon happening and confirmation of such event immediately.
7	Change in Directors, Key Managerial Personnel, Auditor and Compliance Officer.	In case of appointment immediately upon approval of Board of Directors and in case of resignation upon receipt of resignation letter and acceptance thereof.
8	Appointment or discontinuation of share transfer agent.	In case of appointment upon execution of agreement and in case of resignation upon issuance of termination letter.
9	Corporate Debt Restructuring.	Upon approval by the Board of Directors.
10	Settlement with a bank.	Upon approval by the Board of Directors.
11	Reference to BIFR and winding up petition.	Upon approval by the Board of Directors or any filing by the Lenders as the case may be.
12	Issuance of Notices, call letters, resolutions and circulars.	Upon issuance.
13	Proceedings of Annual General Meeting and Extra-Ordinary General Meeting.	On conclusion of such meetings.
14	Amendments to Memorandum and Articles of Association.	Upon approval by the Board of Directors.
15	Schedule Analyst or Institutional Investor Meet.	Upon schedule is confirmed at the end of the Company or 24hours before the meet whichever is later.

**Events specified under Para B of Part A of Schedule III under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall become reportable on happening of specific event as under:**

<b>Sr. No.</b>	<b>Information</b>	<b>When Reportable</b>
1	Information of own projects, real estate schemes and other ordinary course of business operations of the Company.	Details of own projects, real estate schemes and ordinary course of business operations shall be informed through investor presentations on quarterly basis.
2	Receiving of any order of work from Government, Semi Government or Private Bodies.	Every order exceeding an amount of Rs. 25 Crore shall be disseminated immediately upon receiving confirm work order or execution of contract whichever is earlier.

<b>Sr. No.</b>	<b>Information</b>	<b>When Reportable</b>
3	Effects due to change in the regulatory framework.	Upon such changes are notified and effect thereof are crystallized by the Board of Directors.
4	Details of litigation/ dispute/ regulatory action having a material impact.	Immediately upon crystallizing the impact of such events.
5	Fraud or default by directors (other than KMP) or employees of listed entity.	Upon happening of such event and confirmation thereof.
6	Disruption of operations due to natural calamity.	Upon happening of such event and confirmation thereof.
7	Options to purchase securities including any ESOP/ ESPS Scheme.	Upon approval of Board of Directors or any committee thereof.
8	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Upon execution or issuance of valid documentation for such granting, withdrawal etc.

### **9. DELAY IN DISCLOSING MATERIAL INFORMATION**

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of events.

The determination of when not to disclose Material Information immediately shall be made by the Whole-Time Directors of the Company.

### **10. INFORMATION TO BE SHARED ON A NEED TO KNOW BASIS**

The directors/ employees of the Company shall not discuss the matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

To protect Material Information from disclosure, the directors/ employees of the Company:

- Should not discuss Material Information in public where Material Information may be overheard (e.g., elevators, restaurants, airplanes, taxicabs) or participate in, host or link to Internet chat rooms, on line social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company's activities or its securities;
- Should not carry, read or discard Material Information in an exposed manner in public places;
- Should not discuss Material Information with any other persons, except as required in performance of his or her duties;
- Shall advise the other persons with whom they are meeting where Material Information may be disclosed, before the meeting, that they must not divulge the Material Information; and



- Should not deal in the securities of the Company until the Material Information is publicly disclosed.

#### **11. UNINTENTIONAL/ INADVERTENT DISCLOSURE**

In the event of the Company makes an unintentional disclosure of Material Information, it shall forthwith take steps to ensure that the same is disclosed to the Stock Exchanges immediately.

Further, if the Company becomes aware that there has been an inadvertent disclosure of Material Information it should immediately contact the Company Secretary, who in consultation with the Chief Finance Officer or any one of the Whole Time Directors, shall consider the matter and take appropriate steps.

#### **12. COMMUNICATION WITH FINANCIAL ANALYST, INVESTORS, MEDIA AND PRESS RELEASES**

The Company communicates through meetings, interviews and conference calls with Capital market entities (CME) e.g. analysts, investors, fund managers, financial institutions, research houses, brokers, etc. The Company may also arrange or participate at investor conferences from time to time. All such communications and interactions with CME shall be based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to CME are placed on the Company's website. The official news releases are also displayed on the said website. The main channel of communication to the shareholders is through the Annual Report. Details relating to the quarterly performance and financial results are disseminated to the investors through investor release, and investor presentation uploaded on the Company's Website. A copy thereof shall be provided to the exchanges for dissemination and make it generally available.

Briefings may be given to update the investors after each quarterly result is announced through investor releases, group meetings, teleconference, any other viable mode. Investor Releases and Meetings with the investors (bilateral and general) may be held to ensure that the investment community receives a balanced and complete view of the Company's performances, while always observing applicable rules concerning selective disclosure, equal treatment of the shareholders and insider trading. Individual meetings may also be held with the CME to share generally available information. Schedule of such meetings and conferences shall be intimated to the exchanges in advance as and when decided and shall also be displayed on the website of the Company. Upon conclusion of such meetings and conferences, recording of discussion or transcript shall be displayed on the website of the Company.

#### **13. MARKET RUMOURS**

The Company shall not comment, affirmatively or negatively, on market rumours. Should a Stock Exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Company, the Company Secretary, in consultation with Chief Finance Officer or the Managing Directors, shall consider the matter and prepare content of the Company's response, such as "no corporate development at this time".

#### **14. REVIEW OF ANALYST REPORTS**

The Company may at the request of the CME, review their research reports for the limited purpose of pointing errors based on previously disclosed information.

#### **15. MAINTENACE OF DISCLOSURE RECORDS**

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued thereunder and the Listing Agreements, for audit and future reference.

#### **16. SAMBHAAV MEDIA SHARE DEALING CODE**

No employee including his/ her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the securities of the Company (i) when he/ she is in possession of any Unpublished Price Sensitive Information and (ii) during the Restricted Trading Period.

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