



POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

*[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment)
Regulations, 2018]*

(Applicable w.e.f 01-April-2019)

SAMBHAAV MEDIA LIMITED

CIN: L67120GJ1990PLC014094

Registered Office: Sambhaav House,

Opp: Judges’ Bungalows, Premchandnagar Road, Ahmedabad – 380015

Phone: +91 79 26873914/15/16/17; Email: secretarial@sambhaav.com

Website: www.sambhaav.com

**PREAMBLE:**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Sambhaav Media Limited have laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption at their meeting held on 12-02-2019. The policy is applicable w.e.f 01-04-2019.

OBJECTIVE:

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with any un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors / financiers confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

SCOPE:

To lay down the procedures for inquiry in case of leak of USPI or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

DUTIES OF COMPLIANCE OFFICER:

The Compliance Officer shall be responsible to;

- (i) Oversee the Compliance of this policy.
- (ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.



- (iv) Intimate the incident of actual or suspected leak of UPSI to the audit committee in consultation with CFO / MD;
- (v) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the audit committee.

PROCEDURE TO DEAL WITH LEAK OF UPSI:

1. On becoming aware of actual or suspected leak of UPSI of the Company; the Compliance Officer shall ensure that, the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.
2. On becoming aware of *suo moto* or otherwise, of actual or suspected leak of UPSI of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person, the Compliance Officer after informing the same to the Managing Director or Chief Financial Officer of the Company, shall inform the members of the audit committee;
3. The audit committee shall start preliminary enquiry in the matter as a fact-finding exercise. The objective of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.
4. The Audit Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.
5. The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Audit Committee within 7 days from the date of his appointment on this behalf.
6. Upon completion of the enquiry suitable disciplinary actions shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Audit Committee shall be taken.

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.



This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
