



## **INSIDER TRADING CODE AND COMPLIANCES**

# **SAMBHAAV MEDIA LIMITED**

Company Secretary  
Sambhaav Media Limited



## **FAQs on Insider Trading Code of Conduct for Sambhaav Media Limited**

### **1. I am a Designated Person under the Code of Conduct. Can I trade in the securities of the Company?**

- Designated Persons can trade in the securities of the Company **subject to pre-clearance of trade, if the value of the trade or quantum of units exceeds** as mentioned in the code of conduct. As per the present code of conduct if the **value of the trade(s) in a calendar quarter exceeds Rs. 10 Lac** ; the designated person shall obtain pre clearance before executing further trade(s).
- Trading in the securities of the Company by the Designated Persons is restricted when Trading Window closure is notified by the Compliance Officer. As per SEBI Circular SEBI/HO/ISD/ISD-SEC-4/P/CIR/2022/107 dated August 5, 2022 and SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124 dated July 19, 2023, PAN of all Board of Directors and Designated Persons / Promoters of the Company remain freeze with respect to shares of the Company so as to restrict trading by you in the securities of the Company during the period for which Trading Window Closure is notified.
- However the Designated Persons are advised not to trade in the securities of the Company indirectly as well.
- Designated Person shall not trade when they are in possession of any price sensitive information which is unpublished.

### **2. Can I exercise my Stock Option during closure of Trading Window?**

In terms of the Guidance Note issued by SEBI (Prohibition of Insider Trading) Regulations, 2015 on August 24, 2015, exercise of Stock Option is not trading and therefore is allowed during closure of Trading Window. However sale of shares obtained upon exercise of stock options is not permitted during closure of Trading Window.

### **3. Can I keep on buying and selling securities of the Company frequently during period when Trading Window is not closed?**



Contra Trade during six months is not permitted for Designated Persons. Therefore if any Designated Person enters into buy trade, then he/ she is not permitted to enter into sell trade for a period of six months from the date buy trade is executed and *vice versa*.

#### 4. What Pre-cautions shall I take while in possession of any Unpublished Price Sensitive Information?

You, as a Designated Person, shall not

- Communicate any unpublished price sensitive information relating to the securities of the Company except in furtherance of legitimate purpose of performance of your duties and legal obligations.
- Trade in the securities of the Company while in possession of any unpublished price sensitive information.

#### 5. Can I trade through my relative in the securities of the Company?

Trading through relatives is also subject to compliance of the regulation. The Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024 for insider trading covers all insiders and their **immediate relatives** which includes spouse, parent, siblings, and child of a person any of whom is either **dependent financially** on such person or **consults such person intaking decisions relating to trading** in securities.

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024 for insider trading also covers relatives, which includes;

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

as connected person of the Company.



**6. I am not a Designated Person. Does the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 applies to me?**

In terms of the requirement of establishing applicability of Code of Conduct; Designated Persons as per their functional role, who are reasonably expected to have unpublished price sensitive information from time to time, are defined. The purpose of the code of conduct is to effectively regulate, monitor and report trading by employees and other connected persons and so the designated persons are defined who generally, by virtue of their functional role, are in possession of unpublished price sensitive information from time to time.

However all insiders/ employees/ connected persons/ immediate relatives of insiders shall also be required to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 while dealing in the securities of the Company.

**7. What is unpublished price sensitive information?**

Any information which is not generally available (**not available to the stock exchanges**) and which is likely to affect the price of the securities materially upon becoming generally available is unpublished price sensitive information. Following are some of the examples of unpublished price sensitive information:-

- 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

**8. Who is Insider?**

An Insider is a connected person or a person in possession of or having access to unpublished price sensitive information of the Company.

**9. What is Trading?**

Trading for the purpose of this code includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in the securities of the Company. In view of SEBI guidance note dated 24.08.2015 applying for conversion of ESOP is not



trading.

**10. Inadvertently I enter into any trade which is in violation of the Code of Conduct. What immediate action should I take?**

Upon knowledge of any trade in the security which is in violation of Code of Conduct; the designated person or employee should, without any delay, bring the facts to knowledge of the Compliance Officer who shall act in consultation of the Chairman of the Board as per the Code of Conduct.

**11. Is there any penalty for violating the Code of Conduct?**

The Code of Conduct in case of violation, as per the SEBI Regulation, prescribes the disciplinary actions which includes wage freeze, suspension, forfeiture of existing stock options grant, extension of vesting period to exercise stock options, ineligibility to participate in future ESOP, restriction to trade in the securities of the Company for a specified period, demotion of position etc.

*For any clarification or consultation in the matter of Code of Conduct – Insider Trading; you may contact your compliance officer. You may also refer the code of conduct available at the website of the Company. These FAQs are prepared and intended for easy understanding of the requirement of the law. The FAQs may not be exhaustive and are advised to be read with the entire code of conduct.*

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