

**SAMBHAV STEEL TUBES LIMITED**

**Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

**1. PREAMBLE**

In terms of the Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (“**SEBI PIT Regulations**”), the board of directors (“**Board**”) of every listed company shall ensure that the chief executive officer or managing director formulates a code of conduct with the Board’s approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations, adopting the minimum standards set out in Schedule B of the SEBI PIT Regulations.

Pursuant to Regulation 9(1) of the SEBI PIT Regulations, Sambhav Steel Tubes Limited (“**Company**”) hereby adopts this code (“**Code**”) to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations.

This Code aims to preserve the confidentiality and prevent the misuse of any unpublished price sensitive information and to put in place a policy for prohibition of insider trading on the basis of unpublished price sensitive information. All designated persons and immediate relatives thereof shall be bound by the SEBI PIT Regulations and this Code.

The Code shall be applicable to the Company with effect from the listing of the equity shares of the Company on one or more recognized stock exchanges.

**2. CODE**

The Code shall be called “Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons”. This Code will come into force with immediate effect.

**3. DEFINITIONS**

“**Company**” means Sambhav Steel Tubes Limited.

“**Compliance Officer**” means the [Company Secretary] any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the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.

“**Connected Person**” shall have the meaning assigned to such term under the SEBI PIT Regulations.

“**Designated Persons**” shall mean:

- (i) Promoters of the Company;
- (ii) Directors and key managerial personnel of the Company and its subsidiary;
- (iii) Senior management of the Company including employees up to two levels below the managing director of the Company and its subsidiary;
- (iv) Officers in the grade of Vice President and above of the Company and its subsidiary
- (v) Employees of such other functions of the Company and subsidiary who are in possession or likely to be in possession of Unpublished Price Sensitive Information;
- (vi) operational heads and unit heads of the Company and its subsidiary and employees up to two levels below operational heads and unit heads of the Company and its subsidiary irrespective of their functional role in the company or ability to have access to Unpublished Price Sensitive Information
- (vii) Any support staff of the Company, subsidiary, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- (viii) Such other persons who may be designated as such from time to time, by the Board in consultation with the Compliance Officer, for the purpose of this Code, on the basis of their role and function in the

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organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation;

- (ix) Immediate Relatives of persons specified above and HUF of which such designated person is a member unless stated otherwise.

**“Fiduciaries”** collectively to be referred as professional firms such as auditors, accountancy firms, law firms, analysts, consultants, banks, valuation agencies, fund accountants etc. assisting or advising the Company.

**“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.

**“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, including information published on the website of stock exchanges on which the securities of the Company are listed.

**“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.

**“Insider”** means any person who is: i) a Connected Person; or ii) in possession of or having access to Unpublished Price Sensitive Information.

**“Key Managerial Personnel”** or **“KMP”** shall have the same meaning assigned to it under the Companies Act, 2013, as amended from time to time.

**“Material Subsidiary”** shall have the same meaning assigned to it under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**“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.

**“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.

**“SEBI”** shall mean Securities and Exchange Board of India.

**“SEBI PIT Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and every modification and amendment thereof.

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

**“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

**“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in securities, and "Trade" shall be construed accordingly.

**“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

**“Trading Window”** means a trading period for trading in the Securities of the Company as specified by the Company from time to time.

**“Unpublished Price Sensitive Information”** 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;

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- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel.

Words and expressions used and not defined in herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislation.

#### 4. RESPONSIBILITIES OF THE COMPLIANCE OFFICER

Subject to the supervision of the Board, the Compliance Officer shall be responsible for:

- i. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval and review of trading plans, pre-clearances of Trades and monitoring of Trades and implementation of the Code under the overall supervision of the Board of the Company.
- ii. Assisting and addressing all the clarifications of the Insiders, Designated Persons and their immediate relatives, with respect to the Code and the SEBI PIT Regulations.
- iii. Obtaining disclosures from Promoters, member of Promoter Group, Key Managerial Personnel, directors and Designated Persons and to give information, in respect of such disclosures received, to all the Stock Exchange where the Securities of the Company are listed, in accordance with the SEBI PIT Regulations.
- iv. Maintaining and preserving all disclosures/ undertakings and applications made under the Code.
- v. Regulating and monitoring the Trading Window of the Securities of the Company.
- vi. Informing SEBI in case it is observed that there has been a violation of the Code.
- vii. Monitoring trades and the implementation of this Code under the overall supervision of the Board of the Company.
- viii. Undertaking such other duties and responsibilities as set out under the SEBI PIT Regulations.

The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board at least once in a financial year.

#### 5. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or Securities of the Company, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Legitimate purpose shall be determined in accordance with **Annexure A** hereto.
2. No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or Securities of the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. Any person in receipt of Unpublished Price Sensitive Information pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the SEBI PIT Regulations.
4. Notwithstanding anything contained in SEBI PIT Regulations or this Code, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

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- a. entail an obligation to make an open offer under the Takeover Regulations where the Board of the Company is of the informed opinion that sharing of such information is in the best interests of the Company;
  - b. not attract the obligation to make an open offer under the Takeover Regulations but where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes 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 may determine to be adequate and fair to cover all relevant and material facts.
5. For purposes of sub-paragraph (4) above, the Board shall require the parties to 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 of sub-paragraph (4) above, and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

## 6. INTERNAL CONTROL SYSTEMS

1. The Managing Director or Chief Executive Officer of the Company, as applicable, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI PIT Regulations. Further, the Board is required to ensure that the Chief Executive Officer or the Managing Director, as applicable, ensures compliance with the internal controls set out below. Such internal controls shall inter alia include the following:

- a) all employees who have access to Unpublished Price Sensitive Information are identified as Designated Person;
- b) all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI PIT Regulations;
- c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI PIT Regulations;
- d) lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under the SEBI PIT Regulations shall be complied with;
- f) periodic process review shall be undertaken to evaluate effectiveness of such internal controls.

2. The Audit Committee of the Company or other analogous body for intermediary or Fiduciary shall review compliance with the provisions of the SEBI PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

3. The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

4. If an inquiry has been initiated by the Company in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and Fiduciaries shall cooperate with the Company in connection with such inquiry conducted by the Company.

## 7. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) Insiders shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall, while in possession of any Unpublished Price Sensitive Information, neither Trade in the Securities of the Company on the basis of Unpublished Price Sensitive Information nor pass on such information to any person directly or indirectly by way of making a recommendation for Trading in Securities of the Company.
- b) Access to or handling of Unpublished Price Sensitive Information shall be 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. Any person

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in receipt of Unpublished Price Sensitive Information shall be considered an “insider” for purposes of SEBI PIT Regulations and this Code. A due notice shall be given to such persons *inter alia* for the following purposes:

- i. to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with this Code and SEBI PIT Regulations.
  - ii. to make him aware of the duties and responsibilities attached to the receipt of such Unpublished Price Sensitive Information; and
  - iii. to make him aware about the liability attached to misuse or unwarranted use of such Unpublished Price Sensitive Information.
- c) Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files shall have adequate security of login and passwords, etc. guidelines for maintenance of electronic records and systems may be prescribed by the Compliance Officer from time to time in consultation with the person-in-charge of the information technology function of the Company.
- d) To prevent the misuse of Unpublished Price Sensitive Information, the Company adopts the “Chinese Wall” policy which separates those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered “insider areas” from other areas or departments, considered “public areas”. Only specified persons are permitted to “cross the wall”.
- e) Under the Chinese Wall policy:
- i. Designated Persons in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area;
  - ii. Designated Persons in the inside area may be physically segregated from other Designated Persons or other persons in public area;
  - iii. Demarcation of the various departments of the Company, as inside areas may be set up by the Compliance Officer in consultation with the Board of the Company;
  - iv. Designated Persons who are working within the inside area of the Chinese Walls have a responsibility to ensure that the Chinese Wall is not breached deliberately or inadvertently; Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately;
  - v. The establishment of Chinese Wall shall be on such basis that Unpublished Price Sensitive Information cannot be circulated freely within inside areas.
  - vi. Only in exceptional circumstances, Designated Persons or other persons from the “public areas” may be permitted to “cross the wall” and provided with the Unpublished Price Sensitive Information on a “need-to-know” basis, subject to intimation to the Compliance Officer. In such cases, the Compliance Officer shall ensure that all necessary restrictions and provisions have been imposed on such persons for the protection of such Unpublished Price Sensitive Information.

## 8. ESOPs of the Company

- a) Exercising of ESOPs of the Company by its employees may be made at any time in accordance with the ESOP schemes of the Company irrespective of trading window restrictions.
- b) No prior approval is required for exercising options under ESOP schemes of the Company. However, pre-clearance should be obtained by Designated Persons for sale of such shares.
- c) There would be no minimum holding period requirement applicable for equity shares allotted pursuant to the ESOP schemes.
- d) Contra trade shall not apply in case of exercise/ sale of equity shares allotted pursuant to the ESOP schemes.

## 9. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

All insiders shall be subject to the trading restrictions as enumerated below;

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## A. Trading Plans

1. An Insider shall be entitled to formulate a Trading plan 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.

2. Such Trading plan shall:—

- i. 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;
- ii. not entail overlap of any period for which another Trading plan is already in existence;
- iii. 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;
  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.

While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional. The price limit in sub-clause (iv) shall be rounded off to the nearest numeral. 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.

- iv. not entail Trading in Securities for market abuse.

3. The Compliance Officer shall review the Trading plan to assess whether the Trading plan would have any potential for violation of the SEBI 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 Trading Plan.

Pre-clearance of Trading shall not be required for a Trade executed as per an approved Trading plan and Trading Window norms and restrictions on contra trade shall not be applicable for Trades carried out in accordance with an approved Trading Plan.

4. The Trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading 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.

5. The implementation of the Trading plan shall not be commenced if any Unpublished Price Sensitive Information is in the possession of the Insider at the time of formulation of the Trading plan and has not become generally available at the time of the commencement of implementation.

If the Insider has set a price limit for a trade under sub-paragraph (iii)(4) of paragraph 9A(2) of this Policy, 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.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-paragraph 4 this Policy 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.

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- (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 this Policy.

6. 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.

### B. Trading Window

- a) The Designated Person and their immediate relatives shall trade in shares of the Company only if the Trading Window is open. The Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed.
- b) The Trading Window for trading in securities of the Company shall be closed for the following events:
  - Declaration of financial results (quarterly, half yearly, and annual);
  - Declaration of dividends (interim and final);
  - Issue of securities by way of public/ rights/ bonus/ buy-back or any change in capital structure;
  - Change in key managerial personnel;
  - Any major expansion plans or execution plans or execution of new projects;
  - Mergers, de-mergers, acquisitions, delisting, disposals and expansions of business amalgamations, mergers, takeovers;
  - Disposal of whole or substantially whole of the undertaking; and
  - Such other information as may be specified by the Compliance Officer for this purpose.
- c) In addition to the items specified above, the Trading Window shall also be closed when the Compliance Officer determines that Designated Person(s) or class of them 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.
- d) In case of declaration of financial results, the Trading Window shall be closed during the period from the end of each quarter till 48 (forty-eight) hours after the declaration of financial results. In all other circumstances, the time for commencement of closing of Trading Window shall be as determined by the Compliance Officer in consultation with the Board. The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available Information and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, which however shall not in any event be earlier than 48 (forty-eight) hours after the information becoming Generally Available Information.
- e) Trading window may be closed by the Company during such time in addition to the above period, as may be deemed fit by the Compliance Officer.
- f) Trading window restrictions shall not be applicable in respect of any transactions exempted under the SEBI PIT Regulations or circulars issued by the SEBI.

### C. Pre-clearance of Trade

- a) All Designated Persons or their Immediate Relatives who intend to deal in the Securities of the Company exceeding 1,000 in number or Rs.10,00,000/- (Rupees Ten lakhs Only) in value, whichever is lower, during a calendar quarter should pre-clear the transactions as per the pre-clearing procedure as discussed hereunder:

1. An application may be made to the Compliance Officer indicating the estimated number of Securities that the Designated Persons or their immediate relative intends to deal in, the detail of securities he already has and the details as to the depository participant(s) with which he has a security account.

2. An undertaking shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

- That the Designated Person or his immediate relative does not have any access, is not in possession or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking;
- That in case the Designated Person has access to or receives Unpublished 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 Company about change in his/her position and he/she would completely refrain from dealing in the securities of the company till the time such information becomes public;
- That he/she has not contravened this Code, as notified by the Company from time to time.
- That he/she has made a full and true disclosure.
- The Compliance Officer shall either clear the requested deal or decline to clear the requested deal within 7 (seven) working days of the receipt of the application in the form as prescribed herein below. For the purpose of this clause, the term “Working Days” shall mean days on which business is conducted at the registered office of the Company, and shall exclude Saturdays, Sundays, National Holidays and other declared holidays.

3. In case the Compliance Officer declines to clear the requested deal, he shall assign reasons in writing for doing so.

- b) In case the Compliance Officer or any of his Immediate Relative(s) intend to deal in the Securities of the Company then an application shall be made to the Managing Director of the Company who would consider the requested deal within 7 (seven) working days as aforesaid. The remaining procedure for pre-clearance of Trade, as applicable to Designated Persons or their immediate relative(s), shall also apply to the Compliance Officer.
- c) The person who has obtained the pre-clearance, shall complete execution of their pre-cleared trades in respect of Securities of the Company not later than 7 (seven) Trading Days after the approval of pre-clearance is given, failing which fresh pre-clearance would be required for the trades to be executed.
- d) The person executing pre-cleared trades shall file within 2 (two) working days of the execution of the Trade, the details of such Trade, with the Compliance Officer in the format set out herein below in this Code. In the event such Trade is not executed, a report to that effect shall be filed with the Compliance Officer also in the format set out herein below in this Code.
- e) All the persons who are permitted to trade shall not enter into a contra trade during the next 6 (six) months following the prior trade. However, this restriction shall not be applicable for trades pursuant to exercise of stock options.
- f) In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not violate the SEBI PIT Regulations and the Code. Similarly in the case of emergency of Trade by a Compliance Officer, the Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such waiver does not violate the Code or the SEBI PIT Regulations. The application for waiver shall be made in the format prescribed in as set out herein below in this Code.
- g) In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

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## 10. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### (a) Inquiry for Leakage of Unpublished Price Sensitive Information

All Unpublished Price Sensitive Information shall be handled on a need-to-know basis only. In case of any Unpublished Price Sensitive Information is proposed to be provided, the person proposing to provide the information shall consult the Chief Financial Officer / Company Secretary / Chairman and Managing Director in advance.

In case any Unpublished Price Sensitive Information is leaked or is suspected to be leaked by any insider, the Compliance Officer / Chief Financial Officer will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will thereafter convene a meeting of Audit Committee depending on severity of the matter.

### (b) Process for inquiry

All the matters concerning leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, will be thoroughly investigated by the Compliance Officer / Chief Financial Officer. The Compliance Officer / Chief Financial Officer may at their discretion, consider involving external investigators for the purpose of the investigation.

The Compliance Officer / Chief Financial Officer may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation task team may ask for personal bank account statement or such other details or documents as it deems fit.

**(c) Report to Audit Committee for appropriate action:** The Compliance Officer / Chief Financial Officer will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman, he will convene meeting of the Audit Committee, depending on severity of the matter. The Audit Committee will, based on such report, decide the suitable action including but not limited to withholding of salary / termination of employment / monetary penalty.

The Compliance Officer / Chief Financial Officer and the Chairman of the Audit Committee, as applicable, shall also promptly inform the Board of any leaks, inquiries and the results of such inquiries.

## 11. REPORTING REQUIREMENTS

- a) 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 / her 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.
- b) 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.10,00,000 (Rupees Ten Lakh) or such other value as may be specified.

The Company shall notify the particulars of such trading to the stock exchange on which the Securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information. The disclosure of the incremental transactions after any continual disclosure under this paragraph, shall be made when the transactions effected after the prior disclosure cross the threshold specified above in paragraph 11. (b).

- c) Every Designated Person shall disclose mandatory details viz, Permanent Account Number, details of demat accounts, names of educational institutions from which they have graduated and names of their past employers.

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Tel: +91-771-2222360 | +91-7024116780,  
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- d) Every Designated Person shall disclose mandatorily name, Permanent Account Number or any other identifier authorized by law and Phone/ Mobile numbers of the following persons to the Company on an annual basis and as and when the information changes:
- Immediate relatives
  - persons with whom such Designated Person(s) shares a material financial relationship.

Note:

- i. **“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.
- e) The Compliance Officer or the Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of his/its/their holdings and trading the Securities of the Company in the format specified in as set out herein below in this Code, at such frequency as may be determined by the Compliance Officer in order to monitor compliance with the SEBI PIT Regulations.
- f) The disclosure to be made by any person under the 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.
- g) 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 disclosure. Provided that trading in derivatives of Securities is permitted by any law for the time being in force.
- h) In addition to other disclosures under the SEBI PIT Regulations, the Designated Persons will be required to forward details of their Securities transactions including the statement of immediate relative(s) to the Compliance Officer;
- i. All holding of Securities of the Company at the time of joining the Company within 7 (seven) days of appointment.
  - ii. Monthly statement of transactions in Securities of the Company within 7 (seven) days from the end of each month. If there are no transactions in particular month, then “NIL” statement is not required to be submitted.
  - iii. Annual Statement of all holdings in securities of the Company to be submitted within 30 (thirty) days of the close of the financial year.
- i) The Compliance Officer shall place before the Managing Director on a quarterly basis details of the dealings in the Securities of the Company by the Designated Persons or their immediate relative(s) and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged under this Code.
- j) All submissions envisaged in this Code should be addressed to the Compliance Officer and forwarded to the Secretarial Department of the Company at its registered office, for administrative purpose and taking appropriate action.

## 12. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- a) The Board or the Chief Executive Officer or the Managing Director, as applicable, shall maintain a structured digital database containing the nature of Unpublished Price Sensitive Information and the names of such persons or entities as the case may be who have shared the information and also the names of such persons with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Every Designated Person or his/her Immediate Relative who is in receipt Unpublished Price Sensitive Information or who shares Unpublished Price Sensitive Information regarding the Company or its Securities pursuant to legitimate purpose or for any other purpose as provided in this Code and/or the SEBI PIT Regulations, are required to provide the details including, their name, Permanent Account Number, nature of Unpublished Price Sensitive Information and other details as may be required to maintain the Company’s digital database under the SEBI PIT Regulations.

- b) 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. The Board or the Chief Executive Officer or the Managing Director, as applicable, shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

### 13. RULES REGARDING INFORMANTS

- i. Any individual may voluntarily inform the SEBI and nothing in this Code precludes any person from submitting to the SEBI information regarding an alleged violation of insider trading laws (as defined under the SEBI PIT Regulations) that has occurred, is occurring or has a reasonable belief that it is about to occur, in the manner prescribed under the SEBI PIT Regulations. Such an individual is an “Informant”.
- ii. An Informant is entitled to be protected from retaliation and victimization and any retaliation or victimization is strictly prohibited under this Code and the Company’s whistle blower policy. Complete protection shall be given to an Informant against any “unfair treatment” by virtue of: (a) his/her having reported Original Information (as defined under the SEBI PIT Regulations) by filing a Voluntary Information Disclosure Form (as defined under the SEBI PIT Regulations) under the SEBI PIT Regulations; (b) testifying in, participating in or otherwise assisting the SEBI in any investigation, inquiry, audit, examination of proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or (c) breaching any confidentiality agreement or any terms and conditions of employment or engagement, solely to prevent any employee from co-operating with the SEBI in any manner. “Unfair treatment” includes, but is not limited to, discharge, termination, demotion, suspension, threats, harassment, discrimination (directly or indirectly) against an Informant.
- iii. No one should compel the disclosure of the identity and/or existence of an Informant or the information provided by the Informant, except to the extent required under the SEBI PIT Regulations and other applicable laws. The Informant shall not be required to notify the filing of any Voluntary Information Disclosure Form to the Company or seek prior permission or consent or guidance of any person engaged by the Company before or after such filing.
- iv. Informants are not exempt from the consequences of their own misconduct, unethical or improper practice, inadequate performance or other disciplinary issues unrelated to a disclosure made under Chapter IIIA of the SEBI PIT Regulations.

### 14. PRESERVATION OF DISCLOSURE

All undertakings, disclosure and applications made/ submitted under the SEBI PIT Regulations shall be maintained by the Compliance Officer, for a minimum period of 8 (eight) years.

### 15. PENALTY FOR CONTRAVENTION

Any person who Trades in Securities or communicates, provides or allows access to any Unpublished Price Sensitive Information for Trading in Securities in contravention of this Code, shall be penalized and appropriate action shall be taken against him/her by the Company. He/she shall also be subject to disciplinary action as deemed appropriate by the Board, which may include disciplinary action including termination of employment, suspension, wage freeze, recovery etc. or other such action as the Board may deem fit. However, an employee shall not be discharged, terminated, demoted, suspended, threatened, harassed, directly or indirectly or discriminated if he has filed a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI or he is eligible for a reward under SEBI PIT Regulations.

If it is observed by the Company that there has been violation of SEBI PIT Regulations, it shall inform Stock Exchanges on which the Securities are listed in accordance with the process ascribed by SEBI in this behalf, if any.

In addition to the action which may be taken by the Company, the persons violating the SEBI PIT Regulations or the Code shall also be subject to action under the Securities and Exchange Board of India Act, 1992 and other applicable laws.

## 16. INTERPRETATION

Any ambiguities, difficulties and interpretative issues regarding this Code shall be resolved by the Board of Directors of the Company in line with the intent of this Code read with the applicable provisions of the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder, including the SEBI PIT Regulations.

In any circumstance where the terms of this Code differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Code and procedures until such time as this Code is amended to conform to the law, rule, regulation or standard.

In the event of any conflict between the provisions of this Code and the Securities and Exchange Board of India Act, 1992 or the SEBI PIT Regulations or any other cognate statutory enactments or rules then the provisions of the Securities and Exchange Board of India Act, 1992 or the SEBI PIT Regulations or such other cognate statutory enactments or rules made thereunder shall prevail over to this Code and the part(s) so repugnant shall be deemed to severed from this Code and the rest of the Code shall remain in force.

## 17. AMENDMENTS

The decision of the Board of Directors with regard to any or all matters relating to the Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend and replace the Code in part or full, as may be thought fit from time to time in their absolute discretion.

## 18. DISCLAIMER

This Policy is only internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each person to ensure compliance of SEBI regulations and other related statutes fully.

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### Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

To adhere the principles as mentioned in Schedule A to the SEBI PIT Regulations, ensure timely and adequate disclosure of unpublished price sensitive information, following norms shall be followed by the Company:

- The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
- In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- The Company shall disseminate the Unpublished Price Sensitive Information, as and when disclosed, in a universal and uniform manner, through forums like widely circulated media and/or through stock exchanges where its Securities are listed. Selective disclosure of Unpublished Price Sensitive Information is to be avoided. As an exception to the general rule, the Unpublished Price Sensitive Information can be shared by an Insider for “legitimate purposes”, as determined in accordance with the provisions of **Annexure A** hereto.
- The Compliance Officer or any other person as may be appointed by the Board as Chief Investor Relations Officer shall deal with the dissemination of information and disclosures of Unpublished Price Sensitive Information.
- The Company will also appoint a ‘Chief Investor Relations Officer’ who will be responsible for ensuring that the Company complies with disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- Information disclosure/dissemination may normally be governed in advance by official designated for the purpose. If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if information is not considered as unpublished price sensitive.
- The Company shall promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- The Company shall publish proceedings of meetings with analysts and of other investor relations conferences hosted or organised by the Company on its official website at [www.sambhv.com](http://www.sambhv.com) to ensure official confirmation and documentation of disclosures made therein.
- The Company should be careful when dealing with analysts’ questions that raise issue outside the intended scope of discussion. 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.
- All Unpublished Price Sensitive Information shall be handled on a need-to-know basis only, i.e. in furtherance of performance of duties or discharge of legal obligations or for other legitimate purposes.

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## ANNEXURE A

**Legitimate Purposes:** For the purposes of this policy, “legitimate purposes” may include:

a. Sharing of Unpublished Price Sensitive Information, by an Insider, in the ordinary course of business, with any person, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

b. Without prejudice to the provisions of sub-para (a) above, “legitimate purposes” for which Unpublished Price Sensitive Information can be shared by an Insider, shall include the following:

- Sharing the relevant Unpublished Price Sensitive Information with any person, for advice, consultation, valuation, fund raising or other intermediation and approvals, in relation to the subject matter of a proposed deal/assignment/tie-up/venture/investment/fund raising, resulting into Unpublished Price Sensitive Information itself or otherwise;
- Sharing the relevant Unpublished Price Sensitive Information with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, rating agencies, accountants, auditors, insolvency professionals, business support agents, IT tools/system providers/facilitators, transaction processing service providers, in order to avail professional services from them in relation to the subject matter of Unpublished Price Sensitive Information;
- Sharing of relevant information with regulators (including any judicial or quasi-judicial body or any governmental authority as a part of litigation or regulatory proceedings);
- Sharing the relevant Unpublished Price Sensitive Information for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation, improvement, technology and similar domains;
- Sharing the relevant Unpublished Price Sensitive Information with business partners and other counter parties, which is essential and necessary to fulfil the terms and conditions of the relevant business arrangement with such partner, counter party, which may include a client, vendor, collaborator or a lender or financier;
- Sharing the relevant Unpublished Price Sensitive Information for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products or services, business opportunities and new lines of business;
- Sharing the relevant Unpublished Price Sensitive Information for statutory consolidation requirements or disclosure obligations;
- Sharing the relevant Unpublished Price Sensitive Information for performance monitoring and oversight duties of relevant decision makers;
- Sharing the relevant Unpublished Price Sensitive Information with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Sharing the relevant Unpublished Price Sensitive Information, in case necessary for performance of duties or discharge of legal obligations.