

# SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED

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## POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

### **Background**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“**PIT Amendment Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.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 SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED (“**the Company**”) has laid down this policy for Procedure of Inquiry in case of Leak of UPSI (“**the Policy**”).

### **1. 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 the 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 loss of investors’ / financiers’ confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & 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 promptly inform the same to the Securities and Exchange Board of India (“SEBI”).
- (v) To penalize any Insider, Employee & Designated Persons who is found guilty of violating this policy.

### **2. Scope**

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

### **3. Applicability**

This Code shall be applicable with effect from April 1, 2019.

#### **4. Definitions:**

(i) **Support Staff,**

shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to UPSI.

(ii) **Un-published Price Sensitive Information (“UPSI”)**

shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available in the public domain, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- a) Periodical Financial Results of the Company;
- b) Intended declaration of dividends (Interim and Final);
- c) Change in capital structure i.e. Issue of securities, Buy - Back of securities, Split, Consolidation of Shares or any forfeiture of shares and such other transactions of similar nature or change in market lot of the Company's shares;
- d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, Disposals, Spin Off or Selling Division of Whole or Substantially Whole of the Undertaking and Expansion of Business and such other transactions;
- e) Changes in Key Managerial Personnel.
- f) Material events in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Note:** Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 the Rules and Regulations framed there under shall have the meanings respectively assigned to them in those legislation.

(iii) **Leak of UPSI:**

shall mean communication of information which is / shall be UPSI, by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Compliance Officer of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other law may be applicable for time being in force and any amendment, re-amendment or re-enactment thereas.

#### **5. Duties of Compliance Officer:**

The Compliance Officer shall be responsible to:

- (i) Oversee the Compliance of this policy.
- (ii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- (iv) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

**6. Disclosure of actual or suspected leak of UPSI to Stock Exchanges & SEBI:**

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.

**7. Report of actual or suspected leak of UPSI to SEBI:**

On becoming aware of actual or suspected leak of UPSI of the Company, the Compliance Officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly informed to SEBI.

**8. Constitution of Inquiry Committee:**

In case of actual or suspected leak of UPSI, a Committee shall be constituted by the Board of Directors to be called as "Inquiry Committee" to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include either of Managing Director, Chief Financial Officer, Chief Executive Officer, Company Secretary and / or any other officer(s) of the Company as the Board of Directors may deem fit.

The Board of Directors may change/alter/re-constitute the Inquiry Committee as may be required from time to time.

**9. Quorum of the Inquiry Committee Proceedings:**

While conducting an inquiry, a minimum of 2 (two) members of the Inquiry Committee shall be present either in person or through electronic mode at any meeting of the Inquiry Committee. The Inquiry Committee may designate additional persons to also attend and participate in an inquiry conducted by the Inquiry Committee. If during any meeting of the Inquiry Committee, the minimum quorum requirement is not satisfied, or in the case where any member of the Inquiry Committee is under investigation, then any of the members of the Board shall have the power to nominate an alternate member(s) in place of such member who is not available or cannot be present to conduct the Inquiry.

**10. Duties of Inquiry Committee:**

The Inquiry Committee shall be responsible:

- (a) To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;

- (b) To authorize any person, if required, to collect necessary support material;
- (c) To consider the facts and circumstances and decide / direct on the matter; and
- (d) To decide disciplinary action thereon.

#### **11. Procedure for inquiry in case of leak of UPSI:**

The Inquiry Committee shall *suo-moto* becoming aware 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 unknown person, shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter.

##### **(a) Report to the Inquiry Committee:**

The Compliance Officer shall report the information relating to actual or suspected leak of UPSI to the Inquiry Committee with all the available data, material substance, documents, facts, etc.

##### **(b) Preliminary Inquiry:**

Preliminary Inquiry is a fact-finding exercise which shall be conducted by the Compliance Officer. The object of preliminary inquiry 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 any disciplinary action.

The Inquiry Committee, if required and in addition to Compliance Officer may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

##### **(c) Report of Preliminary Inquiry to the Inquiry Committee:**

The Compliance Officer or Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the inquiry Committee within 15 days from the date of his appointment on this behalf.

##### **(d) Disciplinary Action:**

The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the inquiry Committee, in addition to the action to be initiated by SEBI, if any.

#### **12. Amendment**

The Board of Directors of the Company, in sync with 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.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

***13. Approved and Adopted***

This Policy has been approved and adopted by the Board of Directors of the Company on Friday, March 29, 2019.