

SADHNA BROADCAST LIMITED

Registered Office: 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, New Delhi- 110055

Email ID: cbnl.delhi@gmail.com, Website: www.sadhna.com

Phone: 91-11-23552627, Fax No.: 91-11-23524610

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. PREAMBLE

Securities and Exchange Board of India (hereinafter referred to as "SEBI" has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "**Regulations**"), amended from time to time.

The objective of the Regulations is to prevent Insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information. Insider Trading is an unethical practice resorted to by those in power and privy to certain unpublished price sensitive information relating to a company to profit at the expense of the general investors who do not have access to such information.

Sadhna Broadcast Limited (hereinafter referred to as the "**Company**") has framed "The Code of Conduct for Prevention of Insider Trading" which is binding on all the insiders during the course of performance of their duties. This Code is in line with the policy of the Company to implement and practice the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability, consistently being followed by the Company in all its business practices and dealings. The Company recognises that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility. Unless otherwise stated, this policy applies to the employees/ designated persons of all the subsidiaries, joint ventures and associates (whether in or outside of India) of the Company (collectively or individually hereinafter referred to as the "Group"). Further, the Company has adopted the "Code for Corporate Disclosure Practices for Prevention of Insider Trading" to ensure timely and adequate disclosure of Price Sensitive Information with special reference to analysts, institutional investors, etc.

"The Code of Conduct for Prevention of Insider Trading" is hereinafter referred to as the "**Code of Conduct**".

The Code of Conduct shall come in to force with effective date as approved.

2. DEFINITIONS

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

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1. Applicability:

The Code is applicable to the Designated Persons/insiders of the group as defined in the code from time to time.

2. Audit Committee

Audit Committee means Audit Committee of the Board constituted under the Companies act, 2013.

3. Board of Directors:

“Board” or “Board of Directors” means the Board of Directors of the Company including any committee of the Board.

4. Company:

“Company” means Sadhna Broadcast Limited.

5. Compliance Officer

“Compliance Officer” means the Company Secretary of Sadhna Broadcast Limited or in his/her absence, Chief Financial Officer or any person designated by either the Board/Chairperson/Managing Director/CEO.

6. Connected Person

“Connected Person,” includes –

i. A Director of the Company;

ii. A Key Managerial Personnel of the Company;

iii. An Officer of the Company;

iv. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was directly or indirectly, (x) allowed access to Unpublished Price Sensitive Information (UPSI) or (y) reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI);

v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (x) allowed access to Unpublished Price Sensitive Information (UPSI) or (y) reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI);

vi. An employee of the Company who has access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to have access to Unpublished Price Sensitive Information (UPSI);

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vii. Any person who has a professional or business relationship and that relationship, directly or indirectly, (x) allows access to UPSI or (y) is reasonably expected to allow access to UPSI;

viii. Any person classified as a “**Designated Person**” defined as below:

a. Promoters of Sadhna Broadcast Limited;

b. All Directors/ Key Managerial Personnel(s) (“KMP”)/Observers of Sadhna Broadcast Limited;

c. All employees of the Group who are in the cadre of two level below Chief Executive Officer (“CEO”) i.e. Vice-President and above;

d. All employees in the Finance and Accounts / Corporate Secretarial/ Corporate Communications/ Investor Relations department across the Group except Syngene International Limited;

e. Support staff of the Company in the office of Chairperson, Vice-Chairperson, Executive Directors, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Commercial Officer, Company Secretary and other key management team as defined from time to time;

f. Any other Connected Person designated by either Board members/ Chief Executive Officer /Chief Financial Officer/ Compliance Officer on the basis of their functional role in the organisation;

g. Immediate relative(s) of a person as described in ‘a’ to ‘g’ above.

The persons enumerated below shall be **deemed to be Connected Persons** if such person has access to UPSI or is reasonably expected to have access to UPSI:

h. Immediate relative of Connected Persons;

i. A holding company or associate company or subsidiary company;

j. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;

k. An investment company, Trustee Company, asset Management Company or an employee or director thereof;

l. An official of a stock exchange or of clearing house or corporation;

m. A member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof;

n. A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;

o. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;

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p. A banker of the Company;

q. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than 10% percent of the holding or interest.

7. Contra Trade

“Contra Trade” means a trade or transaction which involves buying or selling any number of Securities of the Company and within 6 months of trading or transacting in an opposite transaction involving such sell or buy following the prior transaction.”

8. Director

“Director” means a director appointed to the Board of a Company.

9. Group

Group means Sadhna Broadcast Limited, its subsidiaries and associates Companies.

10. Immediate Relative

“Immediate Relative” in relation to a designated person means spouse, dependent or not, and includes parent, sibling and child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to trading in securities.

11. Insider

An insider means any person who is:

- (i) a Connected Person or
- (ii) In possession of or having access to Unpublished Price Sensitive Information

12. Key Managerial Personnel

“Key Managerial Personnel” in relation to a company, means-

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Whole Time Director;
- iii. the Chief Financial Officer;
- iv. the Company Secretary and
- v. Such other officer as may be prescribed under the Companies Act 2013.

13. Legitimate Purpose

"Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, investors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of this code of conduct.

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14. Material Subsidiary

The term “Material Subsidiary” shall have the same meaning as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

15. Officer

“Officer” includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act;

16. Support Staff

“Support staff” means those staff who operate from the offices as defined in para 6(viii) (f), and who by virtue of their location, may have access to UPSI, This may include identified secretarial staff or IT staff.

17. Securities

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund, which is as follows:

“Securities” include—

(i) Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body Corporate

a) Derivatives;

b) Security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002

c) Units or any other such instrument issued to the investors under any mutual fund scheme

(ii) Government securities;

Such other instruments as may be declared by the Central Government to be securities; and

(iii) Rights or Interest in securities;

18. Trading

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

19. Unpublished Price Sensitive Information (“UPSI”)

Unpublished Price Sensitive Information (“UPSI”) means any information, which relates directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

“Generally available” information means information that is accessible to the public on a non-discriminatory basis.

UPSI includes, without limitation, information relating to the following:

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- i. Consolidated or standalone quarterly/half yearly/ annual audited or unaudited financial results, financial condition, projections or forecasts of the Group;
- ii. Dividends (both interim and final);
- iii. Change in capital structure not limited to following;
 - a) Issue of any class of securities.
 - b) Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin-off of setting divisions of the company, etc.
 - c) Change in market lot of the company's shares, sub-division of equity shares of the company.
 - d) Voluntary delisting by the company from the stock exchange(s).
 - e) Forfeiture of shares.
 - f) Any action which will result in alteration in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company.
 - g) Information regarding opening, closing of status of ADR, GDR or any other class of securities to be issued abroad.
 - h) Cancellation of dividend/rights/bonus, etc.
- iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- v. Changes in the Key Managerial Personnel;
- vi. Any other material information/transaction identified either by the Board or by Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer or Compliance Officer of the Company.

Words and expressions used and not defined in the Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, 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 those legislations.

3. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. Duties of the Compliance Officer:

The Compliance Officer shall be responsible for:

- i. Setting forth policies in relation to the implementation of the Code of Conduct and the Regulations in consultation with the Board/Audit Committee;
- ii. Prescribing procedures for various activities referred to in the Code of Conduct and the Regulations;

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- iii. Compliance with the policies and procedures referred hereinabove;
- iv. Monitoring adherence to the regulations for the preservation of UPSI;
- v. Grant of pre-clearance approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading;
- vi. Implementation of Code of Conduct under the general supervision of the Audit Committee and the overall supervision of the Board of the Company;
- vii. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct;
- viii. Educate individuals and make them aware of the duties and responsibilities attached to the receipt of UPSI, and the liability in case of misuse or unwarranted use of such information or communication;
- ix. The Compliance Officer shall close the trading window for such periods as he/she may deem fit in compliance with the provisions of this code;
- x. Maintenance of records as required under this Code of Conduct;
- xi. Report all details of trading in securities by the Designated Persons including any violations of the Code of Conduct to the Audit Committee and the Board on quarterly basis.

2. Prohibition on communicating or procuring UPSI:

- i. An Insider shall not – Communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, except to the extent hereinafter mentioned in the Code of Conduct;
- ii. No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities;

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- i. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- ii. in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- iii. within a group of persons if such persons have been identified and secluded within a "Chinese wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose and/or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to,

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among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”.

The Board of Directors have formulated the policy for determination of legitimate purposes in Para 4.1 of this Code of Conduct.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” for the purpose of this Code of Conduct and provision of this Code of Conduct shall be applicable to such Insider. The Compliance officer shall give due notice to an Insider to maintain confidentiality of UPSI obtained.

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

3. Prohibition on Insider Trading:

An Insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.
Provided that the restriction in 3 (i) above shall not apply to:
 - i. a transaction that is an off-market *inter-se* transfer between Insiders who were in possession of the same UPSI without being in breach of this Code of Conduct and both parties had made a conscious and informed trade decision;
 - ii. transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2018 and both parties had made a conscious and informed trade decision;
 - iii. transaction is carried out in pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
 - iv. the transaction undertaken is in pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and
 - v. Trades pursuant to a Trading Plan set up in accordance with this Code of Conduct.

The UPSI obtained for transactions undertaken in (1) and (2) above shall not be obtained under Regulation 3(3) and such transactions shall be reportable by the insiders to the Company within 2 working days.

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Trade by any person in Company's securities in possession of UPSI, would be presumed to have been motivated by the knowledge and awareness of such information.

4. Procedure to bring any other person in sensitive transactions.

The Company shall follow the below procedure to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI;

i. The Managing Director, Joint Managing Director, Whole-time Director, Chief Executive Officer or KMPs of the company, may involve any other person, based on the requirement, in sensitive transaction pursuant to a legitimate purpose;

ii. Such person(s) shall be considered as an Insider and give an undertaking to the Company for maintaining confidentiality and non-disclosure of UPSI obtained;

iii. The Compliance Officer shall make Insider aware of their duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI;

iv. The provision of this Code of Conduct shall be applicable to such other person during their involvement in sensitive transaction.

5. Trading Window:

i. The Compliance Officer shall notify a 'trading window' during which the Designated Persons may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with this Code of Conduct;

ii. Designated Persons and their immediate relatives shall not trade in the Company's securities when the trading window is closed. However, eligible employees of the company may exercise employee stock options when the trading window is closed;

iii. The trading window shall be closed for all Insiders from the 1st day immediately following the relevant calendar quarter till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results of the company to stock exchanges;

iv. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer;

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v. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6. Pre-clearance of trading:

i. **Designated Persons** may Trade in the securities of the Company when the trading window is open, after obtaining pre-approval of trades by submitting an application as per **Annexure 1** and an undertaking as per **Annexure 2**;

ii. Designated Persons shall not trade in Securities of the Company and shall not apply for pre clearance if such Designated Person is in possession of UPSI even if the trading window is open;

iii. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person, on the condition that the trade so approved shall be executed within seven trading days following the date of approval. "Trading day" here means those days when Stock Exchanges are open;

iv. The Compliance Officer shall not approve any proposed trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open;

v. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan;

vi. In case of trade by the Compliance Officer, the Compliance Officer shall obtain pre-clearance of trade from the Managing Director/Executive Director of the Company;

vii. The Designated Persons shall, within two trading days of the execution of the trade, submit the details of trade to the Compliance Officer as per format prescribed in **Annexure 4**, if the cumulative trading whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 lakhs (Ten lakhs) market value. "Calendar quarter" here means a period of three month starting from January and so on;

viii. The Designated Person shall, within two days of the execution of the trade, submit the details of such trade to the Compliance Officer **as per Annexure 3**. In case the transaction is not undertaken, a report to that effect shall be filed in the **said form**;

ix. If the pre-cleared trade is not executed within **seven trading days** after the approval is given, the Designated Person must secure pre-clearance of the transaction again;

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x. A Designated Person who trades in securities without complying with the pre-clearance procedure as described in these Code of Conduct or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penal actions as mentioned in this Code of Conduct;

xi. Nothing in this rule shall apply, if the cumulative trading whether in one transaction or a series of transactions **in any financial year does not exceed Rs. 10 lakh (Ten lakhs in market value)** or such other amount as may be specified by the Board of Directors from time to time provided the Designated Person is not in possession of UPSI while executing the trade.

7. Additional trading restrictions on Designated Persons:

i. No Director, Key Managerial Personnel or Designated Persons shall enter into derivative transactions in respect of the securities of the Company;

ii. No Designated Person shall do intra-day trading in the securities of the Company;

iii. All Designated Persons who trade in the securities of the company shall not enter into an opposite transaction/contra trade (buy and sell any number of securities and vice versa) during the next six months following the prior transaction. In case of any 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 the SEBI for credit to the Investor Protection and Education Fund administered by SEBI. However the compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing;

iv. The above restriction on opposite transaction/contra trade shall not apply in case of exercise / sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open;

v. No Designated Person shall trade in securities of the Company, whether through portfolio managers/agents/securities brokers or otherwise, except in accordance with the Code of Conduct and after obtaining prior approval from the Compliance Officer of the Company, wherever required. It shall be the responsibility of the Designated Persons to instruct in writing to their respective portfolio managers/agents/securities brokers or others to obtain prior approval from the Designated Person before executing any trades for and on behalf of the Designated Person or their immediate relatives. In case of any trading in securities by such portfolio managers/agents/ securities brokers or others, the sole responsibility for such trading in securities of the Company rests solely on the concerned Designated Person including consequences for violation, if any, of the Code of Conduct and the Designated

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Person's trades would be presumed to have been carried out with his/her knowledge and permission for such trading. The Designated Persons are required to inform their portfolio managers about trading window closure periods with a clear instruction of not to execute any trade on behalf of the Designated Persons during the any trading window closure.

8. Trading Plan:

i. An Insider shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations ("Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out in his behalf in accordance with such plan;

ii. The Compliance Officer shall review and seek additional clarifications or undertakings, if required to approve the Trading Plan, if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

Trading Plan shall:

i. Not entail starting of trading on behalf of the insider earlier than 6 months from the public disclosure;

ii. Entail trading period of 12 months;

iii. Not entail overlap of any period for which another trading plan is already in place;

iv. Not entail trading from the 1st day immediately following the relevant calendar quarter till the second trading day after disclosure of such quarterly/ annual financial results;

v. Not entail trading during the period between 20 trading day before the last day of any quarterly/half yearly/annual financial period for which the results are required to be announced and two trading days after the disclosure of such results (this period shall also include window closure period);

vi. Set out the values of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected;

vii. Not entail trading in securities for market abuse;

viii. Implementation of the trading plan shall not be commenced if any UPSI in possession of insider at the time of formulating the plan has not become generally available at the time of implementation of the plan. In such case the commencement ought to be deferred until such UPSI becomes generally available;

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ix. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan without being entitled to either deviate from it or to execute any trade in the securities out the scope of the plan;

x. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan;

xi. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

9. Establishment and review mechanism for prevention of Insider Trading:

i. The Chief Executive Officer, Managing Director or KMPs of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code of Conduct to prevent insider trading.

“Internal Controls” shall include the following:

- ☑ all employees who have access to UPSI are identified as designated employee;
- ☑ all the UPSI shall be identified, and its confidentiality shall be maintained;
- ☑ adequate restrictions shall be placed on communication or procurement of UPSI;
- ☑ lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons;
- ☑ all other relevant requirements specified under these regulations shall be complied;
- ☑ periodic process review to evaluate effectiveness of such internal controls.

ii. The Audit Committee shall review the compliance with the provisions of this Code of Conduct on a quarterly basis and shall verify that the systems for internal control are adequate and are operating effectively.

iii. The policies and procedures to initiate appropriate inquiry in case of leak of UPSI or suspected leak of UPSI forms part of this Code of Conduct in Para 4.2.

iv. The SEBI or any other appropriate regulatory authority would be informed promptly for leak of UPSI or suspected leak of UPSI including inquiry (ies) conducted and results thereof.

v. The Company shall make aware its employees about the policy for leak of UPSI or suspected leak of UPSI, to enable them to report instances of leak of UPSI.

10. Disclosure Requirements:

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The disclosures of trading in securities including derivatives to be made by any person under this Code of Conduct shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

All designated persons shall be required to disclose name and PAN (Permanent account number) or any other identifier authorized by law 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;
- ☐ Phone, mobile, and cell numbers which are used by them;
- ☐ Name of educational institutions from which designated persons have graduated (one time disclosure);
- ☐ Names of the past employers (one time disclosure).

The term "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 during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

11. Penal Provisions

i. Any employee, KMP, Director, Officer or Designated Person of the Company who violates this Code of Conduct may be subject to disciplinary action by the Audit Committee of the Company which may include the following:

a) First violation -

- ☐ When Trading window is open - Warning letter
- ☐ When Trading window is closed – Warning letter plus monetary penalty of 50% of the profit earned

b) Second violation -

- ☐ When Trading window is open - monetary penalty of 50% of the profit earned
- ☐ When Trading window is closed – monetary penalty of 100% of the profit earned

"Profit" - Profit for this purpose shall mean the difference between the selling price of the shares less exercise price / purchase price, as the case may be.

ii. On any subsequent violations, such disciplinary action which may not be limited to reducing annual rating, holding up promotion for that year, non-eligibility for variable pay/bonus for

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Phone: 91-11-23552627, Fax No.: 91-11-23524610

that year, ineligibility for future participation in the Company's stock option, wage/salary freeze, suspension or dismissal as per the Company policy.

iii. However, the Audit Committee is permitted to take any disciplinary action including levying monetary penalty depending upon seriousness of the violation even though it is a first instance of violation.

iv. Any penalty collected for violation of this code may be used for the Company's CSR expenses or remitted to Investor Education and Protection Fund (IEPF) in accordance with regulatory requirements.

v. The SEBI or any other appropriate regulatory authority would also be informed of the violation of this Code of Conduct. The action by the Company shall not prevent SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

12. Miscellaneous

i. The Board of Directors, the Compliance Officer and any other person authorised by the Board shall be empowered to do necessary modification in the Code of Conduct to meet the legal requirements notified by the regulator and such change shall be effective from such date that the Board/authorised person may notify in this behalf.

ii. Further, the Board of Directors may note such change in Code of Conduct at the subsequent Board Meeting.

iii. The Compliance Officer shall provide to the Chairman of the Audit Committee or to the Chairperson of the Board, on a quarterly basis, the details of options exercised under ESOP and trading in securities by the Designated Persons including any violations of the Code of Conduct and SEBI (Prohibition of Insider trading) regulations, 2015.

iv. The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years.

v. The Company shall require all Connected Persons to formulate and adhere to a Code of Conduct to achieve compliance with this Code of Conduct. In case such persons observe that there has been a violation of the Code of Conduct, then they shall inform the Board of Directors of the Company promptly.

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vi. The Company has adopted the amended 'Code of practice and procedures for fair disclosure of UPSI available at <https://www.sadhna.com/investors.html> to regulate the Company's practices and procedures for fair disclosure of UPSI.

vii. It is the responsibility of the Designated Persons, Connected Persons and all Insiders to ensure compliance with the Code of Conduct. In case of any doubt a written correspondence should be done with the Compliance Officer and no action should be taken till the doubt is clarified in writing.

viii. In any circumstance, where the terms of this Code of Conduct differ from any existing laws, rules and regulations in force, the laws, rules, and regulations shall take precedence over this Code of Conduct.

13. Contact details of Compliance Officer:

Company Secretary and Compliance Officer

Sadhna Broadcast Limited

Plot No. 4027, Sainik Colony,

Sector-49, Ballabgarh, Faridabad Sector 3, Faridabad

Haryana-121004; Email: cbnl.delhi@gmail.com

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For and on behalf of **Sadhna Broadcast Limited**

Sd/-

BAL MUKUND TIWARI

DIN: 02566683

Managing Director

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ANNEXURES

The Designated Person shall make disclosures in below format(s), as applicable.

Annexure 1 APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Sadhna Broadcast Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

1.	Name of the applicant & Name of the relative (If applicable)	
2.	Employee Code/ID	
3.	Designation	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold	
9.	Current market price (as on date of application)	

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10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature: _____

Name:

Designation:

Date:

Place:

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Annexure 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To, The Compliance Officer,
Sadhna Broadcast Limited

I, _____, (Name) _____
(designation) of the Company residing at _____,
am desirous of trading in _____ (numbers) shares of the Company as mentioned in
my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code of Conduct as notified by the Company from time to time.

In the event of this transaction being in violation of the Code of Conduct or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

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Signature: _____

Name:

Designation:

Date:

Place:

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Annexure 3

DISCLOSURE OF TRANSACTIONS WITH REFERENCE TO PRE-CLEARANCE APPROVAL OBTAINED

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Sadhna Broadcast Limited

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____
(date)

(Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID /Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _____

Name:

Designation:

Date:

Place:

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Annexure 4

Form B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

To,

The Compliance Officer,

Sadhna Broadcast Limited (ISIN: INE994R01028)

Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoters / KMP / Directors/ immediate Relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP			
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of units(contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units(contracts* lot size)	Notional value in Rupee terms	

Signature:

Name:

Designation:

Date:

Place: