

# PREVENTION OF INSIDER TRADING (PIT) POLICY

SAMCO SECURITIES LIMITED

Version 1.1 - 18/07/2025



## **1. BACKGROUND**

Samco Securities Limited (hereinafter referred to as "the Company") acknowledges the critical importance of safeguarding Unpublished Price Sensitive Information (UPSI) to maintain the integrity of securities markets and protect the interests of investors. Insider Trading adversely impacts investor confidence and violates the principles of fairness and transparency in securities dealings. In line with the requirements set forth by the Securities and Exchange Board of India (SEBI) through the SEBI (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments, the Company has formulated this Prevention of Insider Trading (PIT) Policy to ensure strict compliance with regulatory guidelines and to establish robust internal controls to prevent Insider Trading and unauthorized dissemination of UPSI.

## **2. OBJECTIVE**

The objective of this Policy is to establish a comprehensive framework to prevent and detect instances of Insider Trading within Samco Securities Limited. This Policy aims to regulate, monitor, and report trading in securities by Designated Persons and other individuals who may have access to UPSI. The key objectives include ensuring adherence to SEBI regulations, maintaining confidentiality of UPSI, establishing procedures to prevent its leak or misuse, and defining a structured process for inquiry and disciplinary action in case of actual or suspected Insider Trading incidents.

## **3. GOVERNING REGULATION**

This Policy has been framed in accordance with Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The provisions of this Policy are applicable to all Designated Persons of Samco Securities Limited, their immediate relatives, and any other persons who may come into possession of UPSI due to their professional or business relationships with the Company.

## **4. DEFINITIONS**

For the purpose of this Policy, the following definitions shall apply:

"Unpublished Price Sensitive Information" (UPSI) shall refer to any information relating to the Company or its securities that is not generally available and which, upon becoming available, could materially affect the price of the Company's securities in the market.



"Insider" means any person who is a connected person or who is in possession of or has access to UPSI.

"Designated Persons" shall include employees and other individuals identified by the Company based on their role and function who are likely to have access to UPSI during the course of their engagement with the Company.

"Chief Investor Relations Officer" refers to the designated officer responsible for overseeing the implementation of this Policy and ensuring compliance with SEBI regulations.

"Enquiry Committee" shall mean the committee constituted by the Board of Directors of the Company to conduct investigations pertaining to any actual or suspected leak of UPSI and to recommend appropriate actions based on its findings.

## **5. INTERNAL CONTROLS AND DUTIES**

The Company shall establish adequate internal controls to ensure compliance with the requirements of SEBI regulations and this Policy. These controls shall include processes to identify and maintain a list of Designated Persons, create awareness regarding the prohibition of Insider Trading, restrict access to UPSI to authorized personnel only, and monitor and audit trading activities of Designated Persons. The Compliance Officer shall be responsible for monitoring adherence to this Policy, maintaining confidential lists of employees with access to UPSI, and ensuring timely disclosures to SEBI and stock exchanges as required.

## **6. HANDLING OF UPSI AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK**

All UPSI shall be handled strictly on a need-to-know basis and shall not be communicated to any unauthorized person. Upon becoming aware of any actual or suspected leak of UPSI, the matter shall be promptly reported to the Chief Investor Relations Officer. The Chief Investor Relations Officer, upon receiving a complaint or identifying a potential breach, shall initiate a preliminary investigation. If warranted, the matter shall be escalated to the Enquiry Committee for detailed examination. The Enquiry Committee shall convene to investigate the matter, gather necessary documents and representations, consult with internal or external experts as required, and prepare a report with recommendations. Based on the findings, the Board of Directors shall determine appropriate disciplinary or corrective actions which may include warnings, suspension, termination, or legal proceedings against the guilty party.

## **7. SEBI CIRCULAR COMPLIANCE - ADDITIONAL CLAUSES**

In accordance with SEBI Circular dated April 21, 2025, the following clauses are incorporated into this Policy:

1. **Extension of Trading Window Closure to Immediate Relatives of Designated Persons:** The Trading Window closure shall be extended to the Immediate Relatives



of Designated Persons in compliance with Clause 4 of Schedule B read with Regulation 9 of the SEBI (PIT) Regulations, and SEBI Circular dated April 21, 2025.

2. **Automated PAN Freezing During Window Closure:** The Company shall ensure PAN-level freeze of Designated Persons and their Immediate Relatives at the ISIN level through the Designated Depository (NSDL/CDSL) to restrict trading during the closure period, as specified in Annexure A of the SEBI Circular.
3. **Defined Trading Window Closure Period for Financial Results:** For financial results, the Trading Window shall be closed from the first day after the end of each quarter (T-day) until 48 hours after the public disclosure of financial results. The specified dates shall be submitted on the depository portal in accordance with Clause 4.1 of Annexure A.
4. **Submission Timeline to Depositories and Exchanges:** The Company shall upload Trading Window closure details (including PAN, ISIN, and dates) at least T-2 days before commencement. The Designated Depository shall inform the Stock Exchanges by T-1 day, per Annexure A.
5. **Responsibility of Compliance Officer:** The Compliance Officer shall ensure timely and accurate submission of PAN, DP ID/Client ID, and ISIN information of Designated Persons and their Immediate Relatives to the Depository platform, in compliance with Annexure A, Point 3.
6. **Handling Additions/Modifications During Closure:** Any addition, deletion, or modification of Designated Persons or their Immediate Relatives during the Trading Window closure must be communicated to the Designated Depository within two trading days, as per Annexure A, Point 10.
7. **Exemptions Under Clause 4(3) and Freeze & De-freeze Handling:** The Company may request exemption from freeze for specific persons under Clause 4(3) of Schedule B. The PAN freeze shall be lifted within two trading days of request submission, following Annexure A, Point 11.
8. **Restriction on Off-Market and Pledge Transactions:** Off-market transactions, pledges, and encumbrances shall be restricted during the closure period via PAN freeze in accordance with Annexure A, Point 8.
9. **System Integration with Depository and Exchange:** The Company shall comply with the standardized format and reporting mechanism for submission and management of Trading Window data to Depositories and Exchanges as detailed in Annexure A.
10. **Record Maintenance of All PAN Freeze Actions:** All data relating to Trading Window submissions, PAN freezes and de-freezes, exemptions granted, and updates made during closure periods shall be documented and maintained for a minimum period of eight years, in compliance with SEBI PIT Regulation 3(5).



## **8. AMENDMENT AND IMPLEMENTATION**

The Company reserves the right to amend or modify this Policy at its sole discretion, subject to compliance with prevailing laws and regulations. All amendments shall be duly approved and disseminated. The Company shall ensure periodic review of this Policy to align with regulatory updates and evolving best practices. Non-compliance with this Policy shall attract strict disciplinary action in addition to penalties prescribed under applicable laws.

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