

U P HOTELS LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

This Code of Conduct to Regulate, Monitor and Report trading by Insiders of the Company ('U P HOTELS LIMITED') has been framed pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Definitions and Interpretation:

"Code" shall mean this Code of Conduct to Regulate, Monitor and Report trading by Insiders of U P HOTELS LIMITED;

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification(s) thereof;

"Board" means the Board of Directors of U P HOTELS LIMITED

"Key Managerial Personnel" in relation to a company, means –

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under Companies Act, 2013;

"Director" means a member of the Board of Directors of U P HOTELS LIMITED

"Employee" means all employees of U P HOTELS LIMITED;

"Compliance Officer" shall be the person holding the position of Company Secretary of the Company, from time to time;

"Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

"Connected Person" means –

- (i) any person who is or has during the six months prior to the concerned act been associated with the company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an

employee or director thereof; or

- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) 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; or
- (g) 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; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

"Designated Connected Person" means (1) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative has more than ten per cent of the holding or interest; (2) entities include professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc., market intermediaries and other persons declared as designated connected persons by the Company from time to time

"Designated Employees" shall mean

- (i) Employees holding the position of Manager and above
- (ii) Every employee in the Finance & Accounts and Company Law & Legal Departments
- (iii) Any other employee as may be determined and informed by the Compliance Officer from time to time.

"Designated Person (s)" shall mean Promoter, Board Members, Designated Employees and Designated Connected Persons.

"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

"generally available information" means information that is accessible to the public on a non-discriminatory basis.

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification(s) thereof except units of a mutual fund;

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

"Trading Day" means a day on which the recognized stock exchanges are open for trading;

"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;
- (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; and
- (vi) material events in accordance with the listing agreement.

"SEBI Insider Trading Regulations" shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

"Trading Window" shall mean the time period during which Dealing in Securities of U P HOTELS LIMITED shall be permitted and which shall be as specified in paragraph 4.2.1 herein;

Words and expressions used and not defined in these regulations 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 those legislations.

1. Application and Scope:

This Code shall apply to the Designated Persons and their Immediate Relatives. The provisions of this Code shall be applicable irrespective of whether the Securities are held by Designated Persons solely or jointly along with any other Persons(s) or by their immediate relative.

2. Compliance Officer:

2.1 In accordance with the requirement of the SEBI Insider Trading Regulations, U P HOTELS LIMITED shall always have a Compliance Officer, who shall report to the Board of Directors and in particular, shall provide reports to the chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. The Compliance Officer shall be responsible for:

- Compliance of policies, procedures, maintenance of records
- Monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information as set forth in this Code and applicable laws
- Pre-clearing of the proposed trading in Securities of U P HOTELS LIMITED by the Designated Persons and their immediate relatives
- Monitoring of Trading in Securities of U P HOTELS LIMITED and the implementation of this Code under the overall supervision of the Board
- Determining of closing and reopening of Trading Window
- Approving and Monitoring of trading plan

2.2. The Compliance Officer shall assist the Designated Persons in addressing any clarification and/or issues relating to or arising out of the SEBI Insider Trading Regulations and the Code.

3. Confidentiality of Price Sensitive Information and Chinese Walls:

Confidentiality of Price Sensitive Information.

3.1.1 The Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. The Designated Persons shall not pass on such information to any person, directly or indirectly.

3.1.2 The Unpublished Price Sensitive Information is to be handled on a "need-to- know" basis, i.e. Unpublished Price Sensitive Information should be communicated only to those Designated Persons and/or to such other persons who need the information in furtherance of their legitimate purpose, performance of duties or discharge of their legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Chinese Walls:

3.2.1 To prevent the misuse of Unpublished Price Sensitive Information, U P HOTELS LIMITED shall adopt a "Chinese Wall" policy which separates those areas of U P HOTELS LIMITED which routinely have access to confidential information and

considered to be "inside areas", from other departments providing support services, considered to be 'public areas'.

3.2.2 The Designated Persons in the inside areas shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.

3.2.3 In exceptional circumstances, the Designated Persons from the public areas may be brought to 'cross the wall' in furtherance of legitimate purpose, performance of duties or discharge of legal obligations and given the Unpublished Price Sensitive Information on a 'need-to-know' basis upon intimation to the Compliance Officer.

4. Restrictions on Trading in Securities of U P HOTELS LIMITED:

4.1 The Designated Persons shall be subject to the restrictions on Trading in Securities of U P HOTELS LIMITED as enumerated below.

4.2 Trading Window

4.2.1 The trading period or the Trading Window for Trading in the Securities of U P HOTELS LIMITED shall be the period excluding the period as specified in paragraph 4.2.3. Subject to paragraph 4.2.5, the Designated Persons and their immediate relatives shall Trade in Securities of U P HOTELS LIMITED only during the time period when the Trading Window is open.

4.2.2 The Designated Persons and their immediate relatives shall not Trade in Securities of U P HOTELS LIMITED during the period when the Trading Window is closed.

4.2.3 The Trading Window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

4.2.4 The timing for reopening of the Trading Window shall not be earlier than 48 hours after the information becomes generally available.

4.2.5 Notwithstanding anything to the contrary herein, if a Designated Person or his/her immediate relatives, intends to trade in the securities of U P HOTELS LIMITED for an aggregate value in excess of Rs. 5,00,000/- (Rupees Five Lacs Only) within calendar quarter then such Designated Persons should ensure that he/she shall pre-clear the Trade as per the pre-clearance procedure described in paragraph – 5. For the purpose of computing limit of Rs. 5,00,000/-, the trading by the Designated Persons along with the immediate relatives shall be taken into consideration.

5. Pre clearance of Trading in Securities:

5.1 No Designated Person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

5.2 In the event pre-clearance is required for any trading under paragraphs 4.2.5 or 6.1 an application shall be made by the Designated Persons in the format, as attached "**Annexure-I**", to the Compliance Officer indicating the number of securities that the Designated Persons intends to trade with the details of the depository account, and such other details as may be required by any rule made by U P HOTELS LIMITED in this behalf.

5.3 An undertaking shall be executed in the format as attached at "**Annexure-I**" by such Designated Persons along with the said application. In case of immediate relatives, the undertaking in the specified format shall be given by the concerned Designated Persons.

6. Other Restrictions:

- 6.1 The Designated Persons shall, within seven trading days after the pre-clearance is given, execute the Trade in respect of which the pre-clearance has been accorded. If the Trade is not executed within seven trading days after the pre-clearance is given, the Designated Persons, as the case may be, shall obtain pre-clearance again in accordance with the procedure detailed in paragraph 5.
- 6.2 The Designated Persons and their immediate relatives who have traded in accordance with the provisions of this code shall not execute a contra trade within 6 (six) months of such trade.
- 6.3 In case the sale of Securities of U P HOTELS LIMITED is necessitated for reasons to be recorded in writing provided that such a regulation does not violate this Code, the minimum holding period as prescribed under paragraph 6.2 may be waived by the Compliance Officer.
- 6.4 Trading in Securities of U P HOTELS LIMITED by the Designated Persons shall be exclusively on delivery basis and no short selling shall be undertaken by them.

7 Trading Plans:

- 7.1 An insider shall have an option 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.
- 7.2 Such trading plan shall:–
 - i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value 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; and
 - vi. not entail trading in securities for market abuse.
- 7.3 The compliance officer shall consider the trading plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the SEBI Insider Trading Regulations.
- 7.4 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 outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if at the time of formulation of the plan, the insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such unpublished price sensitive

information becomes generally available information. Further the insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- 7.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8 Reporting Requirements for Transactions in Securities:

8.1 Initial Disclosure

- Every Promoter, Key Managerial Personnel and director shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within Thirty days from 15th May, 2015 in **Annexure II (Form A)**;
- Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a Promoter shall disclose his 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 in **Annexure II (Form B)**.

8.2 Continual Disclosures

- Every Promoter, Employee and Director 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 ten lac rupees or such other value as may be specified by SEBI Insider Trading Regulations in **Annexure III (Form C)**.

8.3 Disclosures by other Connected Persons

U P HOTELS LIMITED may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations in **Annexure IV (Form D)**.

- 8.4 The Compliance Officer shall maintain records of all the declarations given by the Designated Persons for a minimum period of 5 (five) years.

- 8.5 The Compliance Officer shall place before the Chairman of the Board on quarterly basis all the details of the trading in the Securities of U P HOTELS LIMITED received from the Designated Persons and their immediate relatives and details of such persons who have submitted trading plans as envisaged in this Code.

9 Penalty for Contravention of Code of Conduct:

- 9.1 In the event a Designated Person or his/her immediate relatives, trade in Securities or communicates any information for trading in Securities in contravention of this Code or otherwise violates the provisions of this Code, such Person shall be referred to the Audit Committee of Directors. The Board may, on the recommendations of the Audit Committee, decide on the appropriate disciplinary action (which may include salary freeze, suspension etc.).
- 9.2 The action by U P HOTELS LIMITED shall not preclude SEBI from taking any action under SEBI Insider Trading Regulations.

10 Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015:

In case it is observed by Compliance Officer that there has been a violation of SEBI Insider Trading Regulations, U P HOTELS LIMITED shall inform SEBI of such violation.

Annexure – I

**[PROFORMA OF APPLICATION FORM TO BE SUBMITTED TO COMPLIANCE OFFICER FOR
PRE-CLEARANCE OF TRADE]**

**To
The Compliance Officer
U P Hotels Limited.
[CIN: L55101DL1961PLC017307]
1101, Surya Kiran
19, Kasturba Gandhi Marg
New Delhi-110 001.**

Sub: Approval for pre-clearance of trade

I _____, the undersigned Designated Person of the Company holding _____ Equity Shares (including Shares held by my immediate relatives) intend to deal in the Equity Shares of the Company exceeding the threshold limit as provided under the Code of Conduct to Regulate, Monitor and Reporting of Trading by Insiders.

I am having demat account with _____. My client ID No. is _____ and DPID No. is _____. I want to buy / sell _____ Equity Shares of U P Hotels Limited.

I hereby undertake that,

- (a) I do not possess any "Unpublished Price Sensitive Information" in relation to the Securities of U P Hotels Limited.
- (b) In the event that I have access to or receive Unpublished Price Sensitive Information after signing of this undertaking but before the execution of the transaction for which I have sought pre-clearance, I shall inform the Compliance Officer of U P Hotels Limited, about the change in my position and that I would refrain from trading in the Securities so pre-cleared, till the time such information becomes public.
- (c) That I have not contravened the Code of Conduct to Regulate, Monitor and Report trading by Insiders as notified by U P Hotels Limited from time to time.
- (d) That I have made a full and true disclosure in the matter.
- (e) I hereby declare that I shall execute my order in respect of securities of U P Hotels Limited within seven trading days after the pre-clearance is given. If the order is not executed within seven trading days after the approval is given, I shall obtain pre-clearance for the transaction again.

Please approve proposed trading in securities of U P Hotels Limited.

Thanking you,
Yours faithfully,

Signature :
Name :
Designation :
Date :

PRE CLEARANCE ORDER

This is to inform you that your request for trading in _____ (numbers) of shares of U P Hotels Limited as mentioned in your abovementioned application is approved. Please note that the said transaction must be completed on or before _____ (date), that is within seven trading days from today and pursuant to clause 6.2 of the Insider Code, you shall not enter in to the contra trade within the 6 months of such trade.

For U P Hotels Limited

(Name)

Compliance Officer

M. No.

Date:

CONFIRMATION

To

The Compliance Officer

U P Hotels Limited.

[CIN: L55101DL1961PLC017307]

1101, Surya Kiran

19, Kasturba Gandhi Marg

New Delhi-110 001.

I confirm that the share trading for which approval was granted on _____ was completed on _____ to buying / selling _____ (numbers) securities of the Company and I shall not enter in to the contra trade within the 6 months of such trade.

Signature :

Name :

Designation :

Date :

Annexure – II

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

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such Persons as mentioned in Regulation 6(2).

1	Name, PAN No., CIN/DIN & address with contact nos.	
2	Category of Person (Promoters/KMP/ Directors/immediate relatives/others etc)	
3	Securities held as on the date of regulation coming into force	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)
4		No.
5	% of Shareholding	
6	Open Interest of the Future contracts held as on the date of regulation coming into force	Number of units (contracts* lot size)
		Notional value in Rupee terms
7	Open Interest of the Option contracts held as on the date of regulation coming into force	Number of units (contracts* lot size)
		Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature:
Designation:
Date:
Place:

FORM B

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

Name of the Company: _____

ISIN of the Company: _____

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

1	Name, PAN No., CIN/DIN & address with contact nos.		
2	Category of Person (Promoters/KMP/Directors/immediate relatives/others etc)		
3	Date of appointment of Director / KMP OR date of becoming Promoter		
4	Securities held at the time of becoming Promoter/appointment of Director/KMP	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	
5		No.	
6	% of Shareholding		
7	Open Interest of the Future contracts held at the time of becoming Promoter /appointment of Director/KMP	Number of units (contracts* lot size)	
		Notional value in Rupee terms	
8	Open Interest of the Option contracts held at the time of becoming Promoter / appointment of Director / KMP	Number of units (contracts* lot size)	
		Notional value in Rupee terms	

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature:

Designation:

Date:

Place:

Annexure – III

FORM C

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

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such Persons as mentioned in Regulation 6(2).

1	Name, PAN No., CIN/DIN & address of Promoter / Employee / Director with contact nos.		
2	Category of Person (Promoters/KMP/ Directors/immediate relatives/other etc)		
3	Securities held prior to acquisition / disposal	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	
4		No.	
5	Securities acquired / disposed	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	
6		No.	
7	7 % of Shareholding	Pre transaction	
		Post transaction	
8	Date of allotment advice / acquisition of shares / sale of share specify	From	
		To	

9	Date of intimation to company		
10	Mode of acquisition (market purchase/ public/ rights/preferential offer/off market Inter-se transfer etc.		
11	Trading in derivatives (Specify type of contract, Futures or Options etc)	Buy	Value
12			Number of units (contacts* lot size)
13		Sell	Value
14			Number of units (contacts* lot size)
15	Exchange on which the trade was executed		

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature:
Designation:
Date:
Place:

Annexure – IV

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015 [Regulation 7 (3) - Transactions by Other Connected persons as
identified by the company

1	Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.		
2	Connection with company		
3	Securities held prior to acquisition / disposal	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc	
4		No.	
5	Securities acquired/ Disposed	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc	
6		No.	
7	% of Shareholding	Pre transaction	
8		Post transaction	
9	Date of allotment advice / acquisition of shares / sale of share specify	From	
10		To	

11	Date of intimation to company		
12	Mode of acquisition (market purchase/ public/ rights/preferential offer/off market Inter-se transfer etc.		
13	Trading in derivatives (Specify type of contract, Futures or Options etc)	Buy	Value
14			Number of units (contracts* lot size)

15		Sell	Value	
16			Number of units (contacts* lot size)	
17	Exchange on which the trade was executed			

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature:

Designation:

Date:

Place: