

Code of Practice and Procedures for fair disclosure of Unpublished Price Sensitive Information

Preamble

The Securities and Exchange Board of India (SEBI) has formulated the new SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) on 15th January 2015 and these regulations have come into force May 15, 2015. One of the objectives of these regulations is to formulate a code of practice and procedures for fair disclosure of unpublished price sensitive information to be followed by the company to adhere to each of the principles set out in Schedule A to the Regulations without diluting the provisions of these regulations in any manner.

Accordingly, a "Code of Practice and Procedures for fair disclosure of unpublished price sensitive information" is framed.

Definitions

"Unpublished Price sensitive information" means any information relating to the Company or its securities, directly or indirectly that is not generally available, but which upon becoming generally available, is likely to affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:

- Financial results of the Company;
- Dividends ;
- Change in capital structure ;
- Mergers, de-mergers, acquisitions, de-listings, disposal and expansion of business and such other transactions;
- Change in Key Managerial Personnel;
- Material events in accordance with the Listing Agreement.

'Compliance Officer' for the purpose of these Regulations shall mean Company Secretary of the company. For the period when there is no company secretary or he is on leave or absent from the office of the Company, Managing Director(s) shall function as compliance officer for this code.

'Chief Investor Relations Officer' means Compliance Officer of the Company.

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

U P Hotels Limited

The company shall adhere to the following procedures in order to ensure timely and adequate disclosure of unpublished price sensitive information:

1. The Company shall promptly disclose publicly any unpublished price sensitive information that will impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will uniformly and universally disseminate in timely manner unpublished price sensitive information to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its official website.
3. The Chief Investor Relations Officer (CIRO) shall deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise make such information generally available.
5. The CIRO will give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relation conferences available in a timely manner on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all unpublished price sensitive information on a need to-know basis by creating suitable safeguards to avoid unpublished price sensitive information becoming available to any person who is not required to have access to such information.