

U. P. HOTELS LIMITED

CODE OF CONDUCT

Applicable to all directors, senior management and employees of the company

The Board of Directors (the "Board"), senior management and employees of U P Hotels Limited ("the company") shall subscribe to the following Code of Conduct adopted by the Board. They would

1. use due care and diligence in performing their duties of office and in exercising their powers attached to that office;
2. act honestly and use their powers of office, in good faith and in the best interests of the company as a whole;
3. not make improper use of information nor take improper advantage of their position as a Director or member of SeniorManagement;
4. not allow personal interests to conflict with the interests of the company;
5. ensure that the company is managed in a manner that protects and furthers the interests of all stakeholders of the company
6. not engage in conduct likely to bring discredit upon the company ;
7. be independent in judgement and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. ensure the confidentiality of information they receive whilst being in office of Director or member of Senior Management or employee and is only disclosed

- if authorised by the company, or the person from whom the information is provided, or as required by law;
9. be committed to a gender friendly workplace and help in preventing, stopping and redressal of sexual harassment at the workplace.
 10. be committed to ensuring best practices in environmental matters
 11. ensure that the company complies with all applicable laws and regulations

Code of Conduct & Ethics for Independent Directors of the Company

As per section 149 (8) the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act and as per Regulation 17(5)(b) of the Securities & Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors is devised (which is supplemental to the existing Code of Conduct for the Board Members of the Company). The Code of Conduct for Independent Directors is devised as under:

“The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act. 2013.”

Every Director and Member of Senior Management of the Company will be required to certify compliance with the Code at the close of every financial year.