

U.P. HOTELS LTD.

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CIN No. : L55101DL1961PLC 017307 • PAN No. : AADCS1783J



CLARKS
GROUP OF
HOTELS

March 25, 2019

The General Manager
Bombay Stock Exchange
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI-400 001.

Company Code No. 509960

Sub: Approval of Revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir,

Pursuant to provisions of Regulation 8(2) of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors of the Company have approved the revised "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (the "Code") to be effective from 1st April, 2019.

Please find enclosed the revised Code for your information and record.

Thanking you,
For U. P. Hotels Limited

Prakash Prusty
Company Secretary

Encl: as above

U. P. Hotels Limited

Code of Practice and Procedures for fair disclosure of Unpublished Price Sensitive Information (Effective from 01.04.2019)

Preamble

This Code of Conduct to Practice and Procedures for fair disclosure of unpublished price sensitive information has been framed by the Company ('U. P. Hotels Limited') pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, (hereinafter referred to as "Regulations") to be followed by the Company ('U. P. HOTELS LIMITED') 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.

Definitions

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

'**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.

'**Designated Person**' shall mean as defined in Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons.

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

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

"**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;

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 rumors 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 except where such information has been communicated in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
9. Policy of the company for determining 'Legitimate Purposes':
 - a. "Legitimate Purpose" shall mean sharing of Unpublished Price Sensitive Information ('UPSI') in the ordinary course of business by an insider with partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, legal Advisors, Auditors, Insolvency Professionals or other Advisors or Consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
 - b. The Company is into hospitality business and running hotels. The company has to face various factors in its day to day affairs impacting its business and operations like Stiff Competition, Hiring the Best Staff, Finding & Keeping Valued Customers, Changing Food Attitudes, Seasonality, Technological changes, Cleanliness, Environmental issues, Government policies/insecurity.
 - c. The company's employees, staffs, executives including designated persons, have to interface with various outside parties viz. Bankers/Lenders, Statutory

U. P. Hotels Limited

Auditors, Internal Auditors, Secretarial Auditors, Legal Advisors, Merchant bankers, Customers, Suppliers, Other Advisors, Consultants, etc. (hereinafter referred to as 'other insiders' in its ordinary course of business to avail professional services from them.

- d. Many times the designated persons need to provide various UPSI to other insiders for legitimate purposes for performance of duties or discharge of legal obligations. The legitimate purpose for which UPSI may be shared with any person including other insiders shall include but not limited to following sensitive activities:
 - finalization of Annual accounts;
 - limited review of unaudited quarterly results;
 - recommendation of dividend;
 - Preparation of Boards' report, Annual Report;
 - Change in capital structure;
 - Secretarial Audit;
 - Internal Audit;
 - corporate restructuring / reorganizations like merger / demerger / delisting, etc.;
 - Acquisition, Expansion, Diversification of business, disruption of operation;
 - Disposal of business / business undertakings, subsidiaries;
 - Change in key managerial personnel (KMP);
 - Availing credit facilities, financial assistance;
 - Show cause, demand, prosecution notices and penalty notices which are materially important, Legal Disputes, Labour problems, etc.;
 - Fraud or defaults by KMP/directors;
 - Major issues with suppliers, vendors, customers, etc.
- e. The Designated persons shall ensure that the UPSI is shared for legitimate purposes only. Before sharing of the UPSI, the designated person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Code of Conduct for Prohibition of Insider Trading by Designated Persons of the Company.
- f. Upon receipt of UPSI for legitimate purpose, other insiders are required to maintain confidentiality of UPSI in compliance with the SEBI Insider Trading Regulations. Due notice shall be given to other insiders to maintain confidentiality for compliance with the SEBI Insider Trading Regulations.
- g. The Designated persons shall simultaneously provide details of the person viz. name, entity, medium of sharing, purpose of sharing, etc with whom such UPSI has been shared to the Compliance Officer of the Company.