

APEEJAY SURRENDRA PARK HOTELS LIMITED

Code of Fair Disclosure of unpublished price sensitive information (“UPSI”) and Code of Conduct to regulate, monitor and report Trading by Insiders

1. Preliminary

- (a) This code shall be called “Code of Fair Disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report Trading by Insiders”, (hereinafter may be referred as ‘the Code’).
- (b) The Board of Apeejay Surrendra Park Hotels Limited (ASPHL) in its meeting held on January 13, 2024 approved and adopted the Code.

2. Objective of the Code

The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, certain specified employees and other Connected Person. Further, the Code also endeavors to put in place an adequate and effective system of internal control to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations 2015 to prevent insider trading.

3. Applicability

This Code shall be applicable and binding on the Insiders and their immediate relative as defined in the Code.

4. Definitions:

“**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

“**Board**” means the Securities and Exchange Board of India;

“**Company**” / “**ASPHL**” means Apeejay Surrendra Park Hotels Ltd;

“**Compliance Officer**” means Company Secretary of ASPHL and in his absence an Officer being a qualified Company Secretary and working next to the Company Secretary;

“**Connected Person**” means:

- (i) Designated Person;
- (ii) any person who is or has during the six months prior to the concerned act been associated with ASPHL, 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 ASPHL or holds any position including a professional or business relationship between himself and ASPHL, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access;
- (iii) 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 recognized or authorized by the Board; or
- i. a banker of ASPHL; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of ASPHL or his immediate relative or banker of ASPHL, has more than ten per cent of the holding or interest.

“Designated Persons” shall include -

- a. Promoters, Directors, Key Managerial Personnel, all executives of the level of General Manager and Executive Director of ASPHL;
- b. All Unit Heads of ASPHL;
- c. All employees of the Offices of Chairperson & Managing Director and functional Directors;
- d. All employees of Finance & Accounts, Company Secretariat, IT / Systems, Operations, HR, Administration, Law, Corporate Communications, Corporate Planning, Marketing at Corporate Office;
- e. Any other employee of ASPHL and its material subsidiary to be notified by the Compliance Officer, from time to time;
- f. Immediate relative of (a) to (e) above.

(Explanation-1: For the purpose of clause (e) above, “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of ASPHL and its subsidiaries in the immediately preceding accounting year.)

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

“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;

“Insider” means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to UPSI;

“Investor Education and Protection Fund” means the Investor Education and Protection Fund created by the Board under Section 11 of the Act;

“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 thereof;

“Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

“Specified” means specified by the Board in writing;

“Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of ASPHL, and "trade" shall be construed accordingly ;

“Trading day” means a day on which the recognized stock exchange are open for trading;

“Trading Window” means a trading period in which ASPHL’s securities can be traded;

“Unpublished Price sensitive information” or “UPSI” means any information, relating to ASPHL 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 include but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

(Explanation: It is intended that information relating to a company or securities, that is not generally available would be UPSI if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to UPSI have been listed above to give illustrative guidance of UPSI.)

Words and expressions used but not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

5. Policy for determination of legitimate purposes

The sharing of UPSI by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- i. The UPSI shall be shared only on `need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. 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 the SEBI (Prohibition of Insider Trading) Regulations as well as the Code of ASPHL.

- iii. The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and shall maintain confidentiality of UPSI.
- v. The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of ASPHL's Code.

6. Restrictions on communication / sharing of UPSI and trading by Insiders

Communication or procurement of UPSI:

- i. All information shall be handled within ASPHL on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- ii. No person shall procure from or cause the communication by any Insider of UPSI, relating to ASPHL or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: "Legitimate Purposes" shall mean sharing of the UPSI by an Insider within the Company and / or with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of "legitimate purposes" as provided at Para 5 above.

- iii. All Designated Persons need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.
- iv. The Compliance Officer shall maintain a structured digital database containing the name of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available.

Trading when in possession of UPSI:

- i. No Insider or their immediate relative shall either on their behalf or on behalf of any other person, trade in securities of ASPHL when in possession of any UPSI.
- ii. When an Insider or their immediate relative trades in securities while in possession of UPSI, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- iii. The onus of establishing that the Insider or their immediate relative was not in possession UPSI shall be on them.

7. Trading window

During the period of closure of Trading Window, no Insider shall deal in any transaction involving purchase or sale of securities of ASPHL either in his own name or in the name of immediate relatives. The Trading Window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results by the Company. For UPSI other than financial results, the Trading Window shall remain closed from the date as notified by the Compliance Officer till 48 hours from the date of decision of the Board of Directors.

The remaining days of a year other than the days mentioned above shall be called "Valid Trading Window".

Insiders and their immediate relative may deal in the securities of ASPHL only during "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of ASPHL during the next six months following the prior transaction.

If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved Trading Plan.

The Compliance Officer can grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of this code.

The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed as per prescribed format given at **Annexure-I**.

8. Trading Plans

An insider shall be entitled 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 by him in accordance with such plan. Format of Trading Plan is given at **Annexure-II**.

The 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 ASPHL 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.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of this Code or Regulations.

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

9. Pre-clearance of Trades

Designated Persons or their immediate relatives, who intend to trade in the securities of ASPHL above the minimum threshold limit of **Rs. 2 Lakhs**, either in a single transaction or multiple transactions, within a period of seven days shall obtain pre-clearance of the transaction as per the pre-clearance procedure as described hereunder.

Application for pre-clearance shall be made only during Valid Trading Window period. Application submitted during Trading Window Closure period shall be invalid.

No Designated Person or his immediate relative shall apply for pre-clearance of any proposed trade if they are in possession of UPSI even during Valid Trading Window period.

A Designated Person or his immediate relative shall make a pre-clearance application to the Compliance Officer in the prescribed format (**Annexure-III**) along with an undertaking stating that they have not contravened the provision of Insider Trading Code.

Immediately on receipt of pre-clearance application, the date and time of receipt of the same shall be recorded thereon. The compliance officer shall process the preclearance application and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the compliance officer shall endeavor to communicate the pre-clearance immediately to the applicant. In the absence of the compliance officer, the officer authorized by the compliance officer shall give the pre-clearance.

The Compliance Officer shall maintain a Register of pre-clearance for trading in securities of ASPHL as per prescribed format (**Annexure - IV**).

The Designated Persons or their immediate relative shall execute their order in respect of securities of ASPHL within seven trading days from the date of approval of preclearance and details of such transaction shall be disclosed to the compliance officer within 2 trading days from the completion of such transaction.

If the order is not executed within said period, the Designated Persons or their immediate relative shall obtain fresh pre-clearance.

The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

10. Disclosures by certain persons

Initial Disclosures

- (i) Every promoter, key managerial personnel and director of ASPHL shall disclose his holding of securities in ASPHL within **thirty days** of Regulations taking effect, to the Company as per annexed **Form A**;
- (ii) Every person on appointment as a key managerial personnel or a director of ASPHL or upon becoming a promoter shall disclose his holding of securities of ASPHL as on the date of appointment or becoming a promoter, to the Company within **seven days** of such appointment or becoming a promoter as per annexed **Form B**.

Continual Disclosures

- (i) Every promoter, **designated person** and director of ASPHL 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 **Rs.10 (ten) lakh** or such values as may be specified by the Board, in the annexed **Form C**.
- (ii) Compliance officer of ASPHL shall notify the particulars of such trading to the stock exchange on which the securities are listed within **two trading days** of receipt of the disclosure or from becoming aware of such information.

Disclosures by other connected persons

ASPHL 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 the annexed **Form D** at such frequency as may be determined by compliance officer in order to monitor compliance with the Regulations.

Annual Disclosure

- (i) Designated Persons shall disclose the following details of immediate relatives and persons with whom they share a material financial relationship, in the format given in Annexure-V:

- I. Names;
- II. Permanent Account Number; and
- III. Phone and/or Mobile numbers.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

- (ii) The information shall be disclosed annually before 30th April each financial year and within 30 days of any change thereof.

11. Principles of fair disclosure of UPSI

ASPHL shall

- i. make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. Compliance Officer / Chief Investor Relations Officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of UPSI.
- iv. ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- vi. ensure that the information shared with analysts and research personnel is not UPSI.
- vii. make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- viii. ensure that all UPSI are handled on a need-to-know basis.

12. Whistle Blower Policy

Any employee of the Company may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the Company at www.theparkhotels.com.

13. Protection against retaliation and victimization

An employee of the Company may submit ‘Voluntary Information Disclosure Form’ in the prescribed format to the Board relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Regulations.

Suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, by reason of:

- (i) filing a Voluntary Information Disclosure Form under the Regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged

violation of insider trading laws or in any manner aiding the enforcement action taken by the Board; or
(iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

Explanation - "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

14. Duties of Compliance Officer

The Compliance Officer shall be responsible for maintenance of records of disclosure under the Code for a period of 8 years, monitoring adherence to the rules for preservation of UPSI, monitoring of trades and the implementation of the Code and shall be putting up a Report to the Audit Committee at the end of the financial year.

15. Penalty for contravention of Code

Any Designated person who contravenes the provisions of this Code including if they are found in leak/suspected leak of UPSI may be penalized and appropriate action including conduct of inquiry may be initiated by the Competent Authority as per the Conduct, Discipline and Appeal Rules (CDA) of ASPHL. The Company shall inform to the SEBI promptly of such leaks, inquiries and results of such inquiries.

Contravention of the provisions of this Code by part time directors shall be informed and considered by the Board of Directors of the Company.

Report on violation of the Code by designated persons and immediate relatives of designated persons shall be informed to the SEBI in the format prescribed by SEBI. The Company shall be required to maintain a database of violation of the Code by designated person and immediate relatives of designated persons.

In case an Insider or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in this Code, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Any contravention of the Code or SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be dealt with by SEBI in accordance with the Act.

16. Amendments

Amendment notified by SEBI in the Regulations and any change in the Code will be incorporated with the approval of Chairperson & Managing Director, ASPHL and shall be informed to the Board and disclosed in the website of the Company.

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)

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

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).

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

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 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).

| Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with Contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition / disposal | | Securities acquired/ Disposed | | % of shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/ public rights/ preferential offer/ off market / Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | |
|---|---|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|---|---|--|-------|--|--|----|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post Transaction | From | To | | | Buy | | Sell | | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | | |
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | | | 9 | 10 | 11 | 12 | | 13 |
| | | | | | | | | | | | | | | | | | |

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 D (Indicative format)

**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**

| Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos. | Connection with company) | Securities held prior to acquisition / disposal | | Securities acquired/ Disposed | | % of shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/ public rights/ preferential offer/ off market / Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | |
|---|--------------------------|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|--|---|--|-------|--|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post Transaction | From | To | | | Buy | | Sell | | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | |
| | | | | | | | | | | | | | | | | | |

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-I

Register of period of closure of Trading Window (Under Clause 7)

| Sl. No. | Date of notifying Trading Window Closure | Start Date of Trading Window Closure | Last Date of Trading Window Closure | Purpose for closure of Trading Window |
|---------|--|--------------------------------------|-------------------------------------|---------------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Annexure-II
Application for approval of Trading Plan
(Under Clause 8)

To
The Compliance Officer
Apeejay Surrendra Park Hotels Ltd.
Kolkata.

I,....., an Insider of the Company intend to deal in securities of ASPHL during the financial year..... as per details given below:

| | |
|-------------------|--|
| Name | |
| Emp. Code, if any | |
| Designation | |
| Department | |
| PAN | |
| Email id | |

Details of proposed Trading Plan in securities of ASPHL:

| Name | Relationship | Opening balances as on 01.04..... | Trading Plan details | | | Closing balances as on 31.03..... | DPId. /Client Id. or Folio No. |
|------|--------------|-----------------------------------|----------------------|--------------------------|----------|-----------------------------------|--------------------------------|
| | | | Date | Transaction (Buy / Sell) | Quantity | | |
| | | | | | | | |

UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by ASPHL by notification to the Stock Exchanges. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily 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;
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the Plan;
3. I shall 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 ASPHL and the second trading day after the disclosure of such financial results;
4. The Trading Plan shall entail trading for a period of not less than twelve months;
5. I shall not entail overlap of any period for which another Trading Plan is already in existence;
6. I shall not entail trading in securities for market abuse;
7. The Trading Plan shall not be commenced, if any Unpublished Price Sensitive Information was in my possession at the time of formulation of the Plan and the same has not become generally available at the time of the commencement of implementation.

Date :
Place

Signature :

Annexure-III

**Application for Pre Clearance of Trading in Securities
(Under Clause 9)**

Date:

To
The Compliance Officer
Apeejay Surrendra Park Hotels Ltd.
Kolkata

Dear Sir,

I,.....a Director/Officer/Designated Person of ASPHL intend to carry out transaction(s) in the shares of the Company as per the details given below:

| | |
|-------------------|--|
| Name | |
| Emp. Code, if any | |
| Designation | |
| Department | |
| PAN | |
| Email id | |

| Sr. No | No. of shares held (including by immediate relative) as on the date of application | Folio No. / DPID & Client ID | Nature of new transaction for which approval is sought | Estimated number of securities to be dealt | Estimated consideration value | Whether proposed transaction is in the name of self or in the name of immediate relative | Name of the immediate relative/ relationship, if the transaction is in the name(s) of the immediate relative(s) |
|--------|--|------------------------------|--|--|-------------------------------|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| | | | | | | | |
| | | | | | | | |

Note: The Designated officer shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) That I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of ASPHL till the time such information becomes public;

- c) That I have not contravened the Insider Trading Code as notified by ASPHL from time to time.
- d) That I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause 9 of the Insider Trading Code of ASPHL.

Signature :

Date :

Place :

For Office Use

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance, if any :

Signature of the Compliance Officer / Authorised Officer

Annexure-IV

**Register of Pre-Clearance for Trading in Securities
(Under Clause 9)**

| Sl. No. | Name | Designation | Department | Date & Time of Receipt of Pre-Clearance Application | Name of person in whose name transaction is being made | Relationship |
|---------|------|-------------|------------|---|--|--------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |
| | | | | | | |

| Nature of Transaction (Buy / Sell) | Estimated no. of securities | Estimated Consideration | Date of communication of the clearance by the Compliance Officer | Reasons for non-clearance, if any | No. of Securities actually traded and date of transaction |
|------------------------------------|-----------------------------|-------------------------|--|-----------------------------------|---|
| 8 | 9 | 10 | 11 | 12 | 13 |
| | | | | | |
| | | | | | |

Annexure -V

Proforma for *Disclosure by Directors/ Officers/ Designated Person on Annual basis and as and when information changes (Under Clause 10)*

To
The Compliance Officer
Apeejay Surrendra Park Hotels Ltd.
Kolkata

Dear Sir,

I,.....a Director/Officer/Designated Person of ASPHL hereby disclose the following details required under the Code:

1. List of immediate relatives as follows:

| Name | PAN/ Aadhaar/ Voter Id/ any other identifier authorized by Law | Phone and Mobile No. which are used by them |
|---|--|---|
| Spouse* | | |
| Mother* | | |
| Father* | | |
| Brother(s)* | | |
| Sister(s)* | | |
| Son(s) (including step son(s))* | | |
| Daughter(s) (including step Daughter(s))* | | |

*If either dependent financially or consult in taking decisions relating to trading in securities.

2. List of persons with whom I have material financial relationship as follows:

| Name | PAN/ Aadhaar/ Voter Id/ any other identifier authorized by Law | Phone and Mobile No. which are used by them |
|------|--|---|
| | | |

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

| | |
|---|--|
| Signature | |
| Name | |
| Designation | |
| PB No. | |
| PAN | |
| Phone & Mobile No. | |
| Qualification | |
| Name of the educational institutions from where graduated/ post graduated | |
| Name of Past Employers, if any | |
| Date | |

Note– The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.