



SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED

25th June, 2021

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code: 530677

Dear Sir / Madam,

Sub: Intimation about revised "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons" ("Code") and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please find enclosed herewith the revised "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons" ("Code") and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information which is adopted by the Board of Directors of the Company at its meeting held on 25th June, 2021.

The above is for your information and record.

Thanking you,

Yours faithfully,
For Supreme Holdings & Hospitality (India) Limited

Rohan Chinchkar
Company Secretary and Compliance Officer
Membership No: A56176
Sr. No. 26, Jambhulkar Mala,
Fatima Nagar, Pune-411013



Encl: as above

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SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED
CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (The "PIT Regulations") mandated the Listed Companies to frame a Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information (UPSI) for fair and timely dissemination of UPSI. Accordingly, a code is framed as under:-

1. The company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. The company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The company shall develop best practices to 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.
7. The company shall ensure the handling of all UPSI on a need-to-know basis, i.e. UPSI should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in

furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

8. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

9. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.

10.(i) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

(ii) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

11. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of PIT Regulations and due notice shall be given to such person to maintain confidentiality of unpublished price sensitive information and such person are also required to ensure the confidentiality of UPSI shared with them, in compliance with PIT Regulations.

This Code is subject to review from time to time.

(Note: Clauses 9 to 11 incorporated, Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, shall come into effect from 01st April, 2019.)

* This code has been amended and approved at the Board meeting held on 25th June, 2021

Supreme Holdings & Hospitality (India) Limited

Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons

1. This Code of Conduct will be known as “Supreme”: Code of Conduct to Regulate, Monitor and Report Trading by "Designated Persons and immediate relatives of Designated Persons" (hereinafter referred to as “**Code**”).
2. The Objective of the Code is to prevent dealing in Securities of the Company by Designated Persons and immediate relatives of Designated Persons either on his own or on behalf of any third party on basis of unpublished price sensitive information (UPSI).
3. This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "**Regulations**").
4. **This code shall be applicable to the Designated Persons and immediate relatives of Designated Persons.**
5. **Definitions:**

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

“**Board or “SEBI”**” means the Securities and Exchange Board of India.

“**Board of Directors**” means the Board of Directors of the Company.

“**Companies Act**” means The Companies Act, 2013.

“**Company**” or “**the Company**” means Supreme Holdings & Hospitality (India) Limited.

“**Compliance Officer**” means the Company Secretary for the time being of the Company or any senior officer appointed by the Board of Directors for the purpose of this Code and the Regulations.

“**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 Company’s 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 Persons” means:

- (i) Key Managerial Personnel of Company;
- (ii) All employees of the Accounts, Finance, Legal & Secretarial Department of Company
- (iii) All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc);
- (iv) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
- (v) All promoters of the Company
- (vi) Employees upto two levels below Managing Director or Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (vii) Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information.
- (viii) Such other persons as may be identified by the Board of Directors.

“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 Unpublished Price Sensitive Information

“Key managerial personnel”, in relation to the 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 the Companies Act.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

“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.

“Sensitive Transactions” shall mean any proposed / ongoing transaction or activity of and relating to the Company and / or its securities, directly or indirectly, information of which 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 transaction(s) and / or events as mentioned in the definition of Unpublished price sensitive information of this code.

“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.

“Threshold limit” means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of ten lakh rupees.

“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.

“Trading window” means a trading period for trading in the Company's Securities as specified by the Company from time to time in Clause 9 of this Code.

“Unpublished Price Sensitive Information (UPSI)” means any information, relating to the 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; and
- (v) changes in key managerial personnel;

Words and expressions used and not defined in this Code but defined in the Regulations, Securities and Exchange Board of India Act, 1992, Act, Companies Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those legislations, as amended from time to time.

6. Functions, duties and responsibilities of the Compliance Officer

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

(1) Setting forth policies, procedures, monitoring adherence to the Code and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre-clearance of trades and monitoring of trades and implementation of this Code and shall submit quarterly report of the same to the Audit Committee of the Company.

(2) Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and incorporate changes from time to time.

(3) Assisting all employees in addressing any clarifications in the Regulations or this Code.

(4) Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.

(5) To maintain a record of all the intimations / Disclosure and other information received under this Regulation for a period of at least five years.

(6) Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.

7. Communication or procurement of unpublished price sensitive information

(1) All information is to be handled on a **"need to know"** basis. It should be disclosed only to those within the Company who need the information to discharge their duty.

(2) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as insider for the purpose of this code and regulation and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information.

(3) No insiders, Designated Persons and their immediate relatives persons shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or securities, to any person including other insiders

except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(4) Files containing confidential information shall be kept secure.

(5) No person shall procure from or cause the communication by any insiders, Designated Persons and their immediate relatives persons of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(6) Notwithstanding anything contained above, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:—

(i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of price sensitive information is in the best interests of the Company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of price sensitive information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

(7) For purposes of sub-clause (6) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part

of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (5) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

- (8) The board of directors or head(s) of the organisation of every person shall ensure that a structured digital database is maintained containing the following information
- a. Nature of unpublished price sensitive information;
 - b. Names of such persons who have shared the /UPSI;
 - c. Names of such persons with whom UPSI is shared;
 - d. Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- (9) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

8. Restriction on trading when in possession of unpublished price sensitive information

(1) Save as provided in this Code and the Regulations, no insiders, Designated Persons and their immediate relatives persons shall trade in securities of the Company when in possession of unpublished price sensitive information. However, when a person who has traded in securities has been in possession of unpublished price sensitive information, then his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove their innocence by demonstrating the circumstances including the following: –

- i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the provisions of the regulations and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under clause 7.6 of this Code.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days and the Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.

- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the provisions of the regulations and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under clause 7.6 of this Code.

- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. in the case of non-individual insiders: –
 - (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations were not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- vi. the trades were executed pursuant to a trading plan as approved by the Compliance Officer as per clause 9.

(2) Insiders, Designated Persons and their immediate relatives persons shall maintain the confidentiality of all unpublished price sensitive information. They shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company.

Prevention of misuse of unpublished price sensitive information:

9. Trading Plans

(1) An insider, Designated Persons and their immediate relatives persons 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 on his behalf in accordance with such plan.

(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 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.

(3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:

(i) the person is not in possession of unpublished price sensitive information; or

(ii) he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades;

or such other undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer may thereafter approve the plan.

(4) The Trades executed as per approved trading plan shall not required pre-clearance of trade. Further, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

(5) 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 unpublished price sensitive information 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 unpublished price sensitive information becomes generally available information.

(6) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

10. Trading Window:

(1) Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

(2) The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Persons / Insiders for adherence and compliance with this Code.

(3) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

In following cases, the "Trading Window" shall inter-alia, remain closed from on and 7 days before the happening of the following price sensitive events and shall remain close up to 48 hours after the publication of the price sensitive information:

- Declaration of Financial results (Quarterly/half yearly/ Annually)
- Declaration of dividend (interim / Final)
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- changes in key managerial personnel;

(4) Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.

(5) The Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(6) The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of-

(a) transactions specified in clause 8(1)(i) to 8(1)(iv) and clause 8(1)(vi) of this Code and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to preclearance by the compliance officer and compliance with the respective regulations made by SEBI;

(b) transactions undertaken in accordance with respective SEBI regulations such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer,

delisting offer or transactions undertaken through other mechanism as specified by the Board from time to time;

11. Pre-clearance of Trades:

(1) When the trading window is open, trading by Designated Persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above threshold limit.

(2) Designated Persons / their immediate relatives intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.

(3) Designated Persons / their immediate relatives shall make an application in the prescribed **Form I**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository(ies) with which he/she maintains a Demat/Trading account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in this matter.

(4) He / She shall execute an undertaking in favour of the Company, incorporating, therein, inter alia, the following clauses:

- that he/she does not have any access or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking;
- that in case he/she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available;
- that he/she has not contravened any provisions of this Code and the Regulations;
- that he/she has made a full and true disclosure in the said matter.

(5) Designated Persons / their immediate relatives shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. Reporting of trades executed or decisions not to trade and recording of such reasons shall be made/done in **Form II**.

(6) They shall not execute a contra trade during the six months following the prior transaction. In case of emergency the six months holding period may be waived by the Compliance Officer (application to be made in **Form III**) after recording in writing the reasons in this regard provided that such relaxation does not violate this Code/ Regulations.

In case 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 the

Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable in case of trade executed to exercise stock options.

(7) In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board, will have to be obtained. Similarly in case of emergency Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such relaxation does not violate this Code/Regulations.

(8) Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the listed company required to formulate a code of conduct under sub regulation (1) of regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

(9) The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

Reporting Requirements:

12. Initial Disclosures:

(1) Every promoter, member of the Promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days of this Code taking effect in **Form A** unless any other Form is specified by the Board;

(2) Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or member of the Promoter group shall disclose his/her 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 **Form B** unless any other Form is specified by the Board.

13. Continual Disclosures:

(1) Every Promoters, member of the Promoter group, designated person, and Directors, of the Company shall disclose to the Company in **Form C** unless any other Form is specified by the Board, stating 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, exceeds the threshold limits as defined herein above;

(2) The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.

(3) The disclosure of the incremental transactions after any disclosure shall be made by persons as specified in (1) above, when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

(4) Off market interse transfer between insiders shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the Stock Exchange on which the Shares of the Company are listed, within two trading days from receipt of the disclosure or from becoming aware of such information.

(5) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

Note:

1.Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/Continual disclosures as required in Clause 12 and 13 above.

2.Disclosures made under Clause 12 and 13 above shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

14. Additional disclosures by Designated Person:

(1) Designated Persons shall required to disclose names and permanent account number or any other identifier authorized by law of the following persons to the Company:

- (a) Immediate relatives;
- (b) Persons with whom such designated person(s) shares a material financial relationship* and
- (c) Phone, mobile and cell numbers which are used by person mentioned in sub-clause (a) and (b) above.
- (d) In addition to the above, Designated Person shall also disclose Statements of all his holdings in Securities of the Company.

Any person identified as Designated Person shall within 30 days of such identification required to provide aforesaid disclosures to the Company and thereafter on Annual Basis within 30 days of the close of the financial year and as and when the information changes within 30 days of such changes in **Form IV** annexed hereto;

(2) Designated Persons shall provide following information on one time basis by 30th April, 2019 in **Form V** annexed hereto:

- (a) Names of educational institutions from which designated persons have completed his graduation;

(b) Name of past employers of Designated Person

Any person identified as Designated Person shall within 30 days of such identification required to provide aforesaid disclosures to the Company in **Form V** annexed hereto;

*Note: For the purpose of this clause 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.

15. Preservation of disclosures

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of five years.

16. How and when people are brought 'Inside' on sensitive transactions

(1) The Board of Directors shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

(i) in the ordinary course of business;

(ii) in furtherance of performance of duties;

(iii) for discharge of legal obligation(s);

(iv) for any other genuine or reasonable purpose as prescribed under this code or regulation or as may be determined by the Board of Directors of the Company;

(2) Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an “insider” for purposes of this Code and Compliance Officer shall give due notice to such person in respect of the following:

(i) To make aware such person that the information shared is or would be confidential.

(ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

(iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

17. POLICY AND PROCEDURE IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CONTRAVENTION OF THE CODE:

(1) LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION :

Leak of unpublished price sensitive information (UPSI) shall refer to such act / circumstance(s) by virtue of which an Unpublished Price Sensitive Information is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

(2) INQUIRY AND PROCEDURE IN CASE OF LEAK OF UPSI

- a. UPSI when it is leaked or in case of contravention of the code should be proved with evidence to facilitate proper assessment.
- b. Any leak of UPSI or contravention of the code shall be immediately brought to the notice of Managing Director of the Company. ;
- c. On receipt of complaint or on becoming aware of leak of UPSI or contravention of the code, the Compliance Officer shall make inquiry based on the evidence.
- d. The Compliance Officer may take advice from any external independent agency or professional for conducting inquiry.
- e. In case of any leak of UPSI or contravention of the code by Compliance Officer, the inquiry of the same shall be carried out by Managing Director or he may authorised any person in this regard.
- f. Report on such inquiry shall be submitted to the Chairman of the Audit Committee within 15 days or as soon as possible.
- g. The Chairman of the Audit Committee on receipt of report on enquiry, shall convene a Audit Committee meeting and Audit Committee shall review such report and initiate disciplinary proceeding against the person who is in default after providing him reasonable opportunity of being heard.
- h. The Disciplinary proceedings initiated by the Audit Committee may include but not limited to wage freeze, suspension, recovery, claw back, termination etc. and such disciplinary proceeding will be in addition to the action to be taken by SEBI, if any.
- i. The Compliance Officer shall inform Stock Exchange and SEBI promptly of such leaks of UPSI, results of inquiry and action taken, if any, on such leaks of UPSI, by the Audit Committee.

18. General

The decision of the Board of Directors with regard to any or all matters relating to this Code and policy on leak of UPSI shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code or policy on leak of UPSI in part or full, as may be thought fit from time to time in their absolute discretion.

19. Forms:

(3) Disclosure Forms:

- Form A : Form for Initial Disclosures under clause 11(1)
- Form B : Form for Initial Disclosures under clause 11(2)
- Form C : Form for Continual Disclosures under clause 12 (1)

(4) Internal Forms :

- Form I : Application for Pre-Clearance and undertaking
- Form II : Reporting of trades executed/decisions not to trade and recording of such reasons
- Form III : Application for waiver of minimum holding period
- Form IV : Additional Annual disclosure by Designated Persons
- Form V : Additional one time disclosure by Designated Persons

*** Note: This Code has been amended and approved by the Board of Directors in its meeting held on 25th June, 2021.**

The Policy on leak of UPSI has been approved by the Board of Directors at the Board meeting held on 28th March, 2019 and come in force with effect from 01st April, 2019.

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, CIN/DIN & address 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		Open Interest of the Option	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Contracts held as on the date of regulation coming into force	Notional value in Rupee terms	Contracts held as on the date of regulation coming into force	Notional value in Rupee terms

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

Signature :

Designation :

Date :

Place :

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member of
the promoter group]**

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

Form I

Supreme Holdings & Hospitality (India) Limited

FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

[Clause 11(3) of : Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited]

Date:

The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum Square,
Shri Satpal Malhotra Marg, Nagar Road,
Pune - 411014, Maharashtra

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Supreme Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscribe for not more than _____ securities of the Company (having approximately Market value of Rs. ___ as on the date of application) as per the details given below:

1.	Name of the Designated Person	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No./DP ID/Client ID	
5.	Estimated number of securities proposed to purchase/sale/subscribe	
6.	Estimated price at which the transaction is proposed be executed	
7.	Whether the transaction would be through Stock Exchange or off-market deal	
8.	In case of Off-market deal, Folio no./DP ID/Client ID where the securities will be credited	

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

Supreme Holdings & Hospitality (India) Limited
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

UNDERTAKING

Date:

The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum
Square, Shri Satpal Malhotra Marg, Nagar Road,
Pune - 411014, Maharashtra

I,(name of the Designated Person),.....
(designation) of the Company residing at.....(address of the
Designated Person) hereby declare that I am not in possession of any Unpublished Price
Sensitive Information (as defined in the Supreme Code of Conduct to Regulate, Monitor and
Report Trading by Designated Persons and immediate relatives of Designated Persons of
Supreme Holdings & Hospitality (India) Limited) upto the date of signing of this Undertaking.

I further declare that in case I have access to any Unpublished Price Sensitive Information after
the signing of Undertaking and before the execution of Trade for which Pre-clearance is
requested in **Form I** (enclosed), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.
3. Apply afresh for obtaining pre-clearance approval from the Compliance Officer of the
Company in **Form I** only after 2 days of such Unpublished Price Sensitive Information
becoming public.

Upon obtaining preclearance for trading in securities of the Company, I undertake to execute
the transaction within seven (7) trading days failing which I shall seek pre-clearance again.

I undertake to submit **Form II** within 4 working days of execution of the transaction/ a NIL
report in case the transaction is not executed.

I declare that I have made true and complete disclosure in the matter.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

Form II
Supreme Holdings & Hospitality (India) Limited

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED
AFTER OBTAINING PRE-CLEARANCE**

[Clause 11(5) of Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited]

Date:

The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum
Square, Shri Satpal Malhotra Marg, Nagar Road,
Pune - 411014, Maharashtra

With reference to trading approval granted by the Company to me on_____, I hereby inform that I have bought/sold/subscribed for_____equity shares of the Company for Rs._____on_____.

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document for a **period of 5 years**) and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated person)

Note: *After pre-clearance, if the Designated Person opts not to trade in securities should provide the reasons for taking such decision.*

Form III
Supreme Holdings & Hospitality (India) Limited

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[Clause 11(6) of Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited]

Date:

The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum
Square, Shri Satpal Malhotra Marg, Nagar Road,
Pune - 411014, Maharashtra.

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Supreme Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I..... (name and designation of the Designated Person) had..... (provide the details of purchase/sale/subscribe for shares as the case may be) (number of securities) of the Company on___ after obtaining pre-clearance on__. The details of transaction executed were submitted on___ (date) in Form II. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for(number of securities) of the Company due to.....(valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited) upto the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Yours truly,

(Signature of the Designated Person)
(Name of the Designated Person)
(Designation of Designated Person)

Enclosed:

1. Copy of pre-clearance approval
2. Copy of Form I & II

Form IV

**Additional Annual Disclosure by Designated Person
(Pursuant to Clause 14(1) of Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons
and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited)**

Date:

To,
The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum Square,
Shri Satpal Malhotra Marg, Nagar Road,
Pune, Maharashtra, 411014

Dear Sir,

Sub: Additional Annual Disclosure by a Designated Person

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons, I _____(name and designation of the Designated Person) residing at _____(address of the Designated Person) hereby declare that:

The Details of names, PAN (in case of non-availability of PAN any other Identifier as Authorized by the Law), and contact details of my immediate relatives and Persons with whom material Financial relationship* are shared, are as follows:

A. Details of Immediate relatives*

Sr. No.	Name of Person	Relationship with Designated Person	PAN no. of Immediate relative	Telephone no. / Mobile no.	Date of Change, if any

B. Details of person with whom Designated Person share material financial relationship**

Sr. No.	Name of Person	Relationship with Designated Person, if any	PAN no.	Telephone no. / Mobile no.	Date of Change, if any

* Extra sheets may be used if required

** 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 during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

Form V

**Additional Annual Disclosure by Designated Person
(Pursuant to Clause 14(2) of Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons
and immediate relatives of Designated Persons of Supreme Holdings & Hospitality (India) Limited)**

Date:

To,
The Compliance Officer,
Supreme Holdings & Hospitality (India) Limited
Office no. 510 to 513, 5th Floor, Platinum Square,
Shri Satpal Malhotra Marg, Nagar Road,
Pune, Maharashtra, 411014

Dear Sir,

Sub: Additional One time Disclosure by a Designated Person

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Supreme Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons, I _____(name and designation of the Designated Person) residing at _____
(address of the Designated Person) hereby submit the following information:

Name of Educational Institution from where Designated person completed his / her graduation	
Name of the past Employers of Designated Person*	1. 2. 3. 4.

*Extra sheets may be used if required

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)