

## **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Persons and immediate relatives of Designated Persons either on his own or on behalf of any third party on basis of unpublished price sensitive information (UPSI).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**" 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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.

**"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"** 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 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 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 shall maintain a structured digital database containing the names of such person or entities as the case may be with whom information is shared under this regulation along with Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

#### **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.
- (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 insiders, 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.

#### **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.

## **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**;
- (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.

#### **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 be 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 be 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 be 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 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.

#### **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.
- f. 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.
- h. 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 28th March, 2019.**

**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 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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	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**

*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, 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 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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	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 – 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 Category of Person & address of (Promoters / Promoter/ KMP / Employee/ Directors/ Director immediate with relatives/ contact nos. 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 the 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 * lotsize)	Value	No. of units (contracts*lot size)	

**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 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)