

**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF  
TRADING BY INSIDERS 2015**

**1. INTRODUCTION, OBJECTIVE OF THE CODE AND APPLICABILITY**

Pursuant to SEBI (Insider Trading) Regulations, 1992 and amendments thereof, the Board of Directors of the Company hereby further amends and approve at its board meeting held on 15<sup>th</sup> May 2015, the revised “Code of Conduct for regulating, monitoring and reporting of trading by Insider” pursuant to regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 issued on 15<sup>th</sup> January, 2015, and shall be effective from 15<sup>th</sup> May, 2015.

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors has also approved and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 in its meeting held on 15<sup>th</sup> May 2015, which shall be effective from 15<sup>th</sup> May, 2015 and the same is being published on the website of the company. ([www.asianhotelswest.com](http://www.asianhotelswest.com))

This Code shall apply to all Designated Employees and other Connected Persons mentioned in this Code.

**2. DEFINITIONS:**

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992.
- (b) “**Board**” means the Board of Directors of the Company.
- (c) “**Code**” or “**Code of Conduct**” shall mean the Insider Trading Code for Regulation, Monitoring and Reporting of Trading by insiders of Asian hotels (West) Limited as amended from time to time.
- (d) “**Company**” means Asian Hotels (West) Limited.
- (e) “**Compliance Officer**” means the Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- (f) “**Connected Person**” means:
  - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason

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of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- (g) ***“Dealing in Securities”*** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- (h) ***“Designated Employee(s)”*** shall include:
- (i) Every employee in the grade of Assistant General Managers and above;
  - (ii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
  - (iii) Any other employee as may be determined and informed by the Compliance Officer from time to time.
- (i) ***“Director”*** means a member of the Board of Directors of the Company.
- (j) ***“Employee”*** means every employee of the Company including the Directors in the employment of the Company.

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- (k) "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis.
- (l) "**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.
- (m) "**Insider**" means any person who,
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information.
- (n) "**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013.
- (o) "**Officer**" includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.
- (p) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- (q) "**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;
- (r) "**Specified Persons**" shall include the Directors, Officers and the Designated Employees of the Company.
- (s) "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (t) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- (u) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- (v) "**Unpublished Price Sensitive Information**" means any information, relating to a 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;

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- (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement
- (w) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (x) **“Specified Persons”** means collectively the Directors, connected persons, insiders, the designated employees, the promoters and immediate relatives.

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

**3. COMPLIANCE OFFICER:**

The Compliance Officer for the purpose of this Code shall always be the Company Secretary of the Company. Accordingly, The Board has, at its meeting held on 15<sup>th</sup> May 2015, appointed Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company. The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed, a senior person from the secretarial department reporting directly to the Company Secretary shall, in the interim period act as the Compliance Officer.

**4. ROLE OF COMPLIANCE OFFICER:**

The Compliance Officer shall responsible for the following:

- prescribing procedures for various activities referred to in the Code.
- monitoring adherence to the rules for the preservation of "Price Sensitive Information".
- grant of pre-dealing approvals to the Specified Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
- implementation of this Code under the general supervision of the Ethics and Compliance Committee.
- maintaining a record (either manual or in electronic form) of the insiders and their Dependents (*Annexure-1*) and changes thereto from time-to-time.
- assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- place status reports before the Board of Directors, detailing dealings in the Securities by the Specified Persons along with the documents that such persons had executed in

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accordance with the pre-dealing procedure prescribed under the Code on a monthly basis.

**5. PRESERVATION OF “PRICE SENSITIVE INFORMATION”:**

5.1 All information shall be handled within the Company on a need-to-know basis and no Specified Person shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.2 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting 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 the proposed transaction 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.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties in respect of the transactions mentioned in clause 5.1 above and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

Need to Know basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or likelihood of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

**6. LIMITED ACCESS TO CONFIDENTIAL INFORMATION:**

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- (a) files containing confidential information shall be kept secure.
- (b) Computer files must have adequate security of login and password, etc.

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**7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION”:**

Employees and connected persons designated on the basis of their functional role i.e the designated persons in the Company shall be governed by an internal code of conduct governing dealing in securities.

**8. TRADING PLAN:**

8.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

8.2 The Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities 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.

8.3 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 such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

8.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

**9. TRADING WINDOW AND ITS CLOSURE:**

9.1 Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for dealing in the securities of the Company.

9.2 The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

9.3 However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Compliance Officer and Chairman & Managing Director.

9.4 All Designated Employees and their immediate relatives shall conduct all their trading in the securities of the Company only in a valid trading window and shall not trade in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in point No. 9.2 above or during any other period as may be specified by the Company from time to time.

9.5 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he 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.

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

9.7 The opening and closing of the trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

**10. PRE-CLEARANCE OF TRADES:**

10.1 All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 10,000 (Ten Thousand) shares or up to Rs.10 Lacs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no Specified Person shall be entitled to apply for pre- clearance of any proposed trade if such Specified Person is

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in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

**10.2 Pre-dealing procedure:**

- (i) An application may be made in the prescribed form (Annexure 2) to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (*Annexure 3*) shall be executed in favor of the Company by such Specified Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - (a) That the Specified Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
  - (b) That in case the Specified Person has access to or receives “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 position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - (d) That he/she has made a full and true disclosure in the matter.

**10.3 Approval procedure:**

- (i) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection would be conveyed and if no such approval / intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is deemed to be given.
- (ii) Every approval letter shall be issued in such format (*Annexure 4*) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- (iii) In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her from time-to-time shall discharge the function referred to in (i) above.



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**10.4 Completion of transaction by the Specified Person:**

- (i) All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall also be filed. (*Annexure 5*).
- (ii) If the order is not executed within seven (7) days after the approval is given, the employee/director must pre-clear the transaction again.

**10.5 Holding Period:**

All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

10.6 In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

10.7 The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

**11. OTHER RESTRICTIONS:**

11.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

11.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

11.3 The disclosures made under this Code shall be maintained for a period of five (5) years.

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**12. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

**12.1 Initial Disclosure:**

- (a) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, shall, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (*Form A*).
- (b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter (*Form B*).

**12.2 Continual Disclosure:**

- (a) Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees Ten Lacs. (*Form C*)
- (b) The disclosure shall be made within 2 working days of:
  - the receipt of intimation of allotment of shares, or
  - the acquisition or sale of shares or voting rights, as the case may be.

**12.3 Disclosure by other connected person:**

Disclosures by other connected persons shall be as per SEBI (Insider Trading) Regulation 2015 in prescribed form (*Form D*)

**12.4 Annual Disclosure**

Every Directors, promoters, KMP and Designated employee of the company shall disclose annual statements of their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company,,s Securities (including derivatives) to the Compliance Officer as on 31st March every year in such form as prescribed, on or before April 30 of that year . (*Form E*)

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**13. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S) :**

- 13.1 The Compliance Officer shall, within two (2) days of the receipt of intimation under Clause 12.2 above, disclose such information to all the Stock Exchanges on which the Company's shares are listed.
- 13.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

**14. DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

- 14.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 14.2 The following guidelines shall be followed while disclosing/disseminating Price Sensitive Information to analysts, media persons and institutional investors:
- only public information to be provided;
  - at least two Company representatives be present at meetings with analysts, media persons and institutional investors;
  - unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding; &
  - simultaneous release of information after every such meet.

**15. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:**

- 15.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 15.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 15.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 15.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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**16. CODE OF FAIR DISCLOSURE:**

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- (a) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (b) Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- (c) Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (d) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (e) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (f) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- (g) Developing 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.
- (h) Handling of all unpublished price sensitive information on a need-to-know basis.

**17. AMENDMENT TO THIS CODE:**

The Board shall have the power to amend this Code so as to bring it in line with the amended/existing laws as and when required.



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**ANNEXURE – 2  
SPECIMEN APPLICATION FOR PRE-DEALING APPROVAL**

Date: \_\_\_\_\_

To  
The Compliance Officer  
Asian Hotels (West) Limited  
6th Floor, Aria Towers  
J.W. Marriott, New Delhi Aerocity,  
Asset Area 4, Hospitality District,  
Near IGI Airport  
New Delhi - 110 037

**Dear Sir,**

**Sub: Application for pre-dealing approval in securities of the Company.**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/sale/subscription of the \_\_\_\_\_ securities (give description) of the Company as per the details given below:

**A. EMPLOYEE DETAILS :**

Name	
Director/Officer/Designated Employee/Dependent	
Employee No.	
Designation	
Department	
Location	

**B. TRANSACTION DETAILS :**

Buy/Sell	*Name of Proposed Buyer/Seller	No. of securities	**Date of purchase/allotment	***Previous approval no. and date for purchase / allotment	DP & Client ID / Folio No.	No. of securities already held

*\*applicable for off market transaction. \*\*applicable only if the application is in respect of sale of Securities. \*\*\*applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.*

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
**(Signature)**

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**ANNEXURE – 3  
FORMAT OF UNDERTAKING**

*(To be submitted along with the application for Pre-dealing approval)*

**UNDERTAKING**

Date: \_\_\_\_\_

To

The Compliance Officer  
Asian Hotels (West) Limited  
6th Floor, Aria Towers  
J.W. Marriott, New Delhi Aerocity,  
Asset Area 4, Hospitality District,  
Near IGI Airport  
New Delhi - 110 037

1. I, \_\_\_\_\_, resident of \_\_\_\_\_ and currently employed with the Company as \_\_\_\_\_ hereby declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to the time of signing this Undertaking.
2. In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Dependents would completely refrain from Dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.
3. I declare that I have not contravened the Code as notified by the Company from time to time.
4. I undertake to submit the necessary report within four days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
5. I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
6. I declare that I have made full and true disclosure in the matter.

\_\_\_\_\_  
**(Signature)**

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**ANNEXURE – 4**

**FORMAT OF PRE-DEALING APPROVAL**

Date: \_\_\_\_\_

Approval No: \_\_ of \_\_\_\_

To,

Mr./Mrs. \_\_\_\_\_

Emp No.: \_\_\_\_\_

Designation: \_\_\_\_\_

**Sub: Your application no. \_\_\_\_\_ dated \_\_\_\_\_ regarding pre-dealing approval.**

Dear Mr/Mrs. \_\_\_\_

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are / your Dependent \_\_\_\_\_ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ [i.e. for one (1) week]. If you / your Dependent \_\_\_\_\_ do(es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two (2) working days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

**Yours truly,**

\_\_\_\_\_  
**Compliance Officer**

**Encl: Format for submission of details of transaction.**



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**ANNEXURE – 5**

**FORMAT OF DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

Date: \_\_\_\_\_

To

The Compliance Officer  
Asian Hotels (West) Limited  
6th Floor, Aria Towers  
J.W. Marriott, New Delhi Aerocity,  
Asset Area 4, Hospitality District,  
Near IGI Airport  
New Delhi - 110 037

**Dear Sir/Madam,**

**Sub: Details of pre-approved transactions.**

**Ref: Your approval no. \_\_\_\_\_ dated \_\_\_\_\_.**

I wish to inform you that I/my dependent have not / have bought/sold/subscribed any securities of the Company, details of which are mentioned below.

<b>Name of holder</b>	<b>No. of securities dealt with</b>	<b>Buy/Sell</b>	<b>DP &amp; Client ID / Folio No.</b>	<b>Price per share (Rs.)</b>	<b>Total Consideration (Rs.)</b>	<b>No. of securities held after transaction</b>

1. In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

- (a) Broker's contract note
- (b) Proof of payment to/from brokers
- (c) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (d) Copy of Delivery instruction slip (applicable in case of sale transaction)

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

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**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF  
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3. I agree not to buy/sell\_ the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Specified Persons only).
4. I agree to hold the above Securities for a minimum period of 30 days from the date of allotment (applicable in case of subscription in the primary market [initial public offers] by Specified Persons only).
5. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase /subscription).

Yours truly,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Emp No: \_\_\_\_\_

Dept/ Div. \_\_\_\_\_

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**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF TRADING BY INSIDERS 2015**

**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** :

**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF TRADING BY INSIDERS 2015**

**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** :

**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF TRADING BY INSIDERS 2015**

**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, CIN/DIN & address of Promoter/ Employee/D irector with contact nos.	Catego ry of Person (Promo ters/ KMP/ Directo r/imme diate relative s/ others etc.)	Securities held prior to acquisition/disposal		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares, specify		Date of intimati on to Compan y	Mode of acquisition (market purchase/ public rights/pref e-rental offer/off market/ inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options)				Exchan ge on which the trade was execute d
		Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	Pre trans action	Post transa c-tion	From	To			Buy		Sell		
										Value	No. of units (contra cts lot size)	Value	No. of units (contra cts lot size)	

*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** :

**CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF TRADING BY INSIDERS 2015**

**FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015  
[Regulation 7 (3) – Transaction by other connected persons as identified by the company]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & Address of connected persons, as identified by the company with contact Nos.	Con necti on with the com pany .	Securities held prior to acquisition/Disposal		Securities Acquired/Disposed		% of Shareholding		Date of Allotment advice/Acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition(market purchase/public rights/preferential offer/off market/inter-se transfer etc)	Trading in Derivatives( specify type of contract, Futures or Options				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 Trans action	Post Trans action	From	T o			Buy		Sell		
												Value	Number of units( Contracts in size)	Val ue	Number of units(Contracts in size)	

**Signature:**

**Designation:**

**Date:**

**Place:**

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**FORM E**

**ANNUAL DISCLOSURE**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other connected person as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of person(Prompters/ KMP/ Directors/Immediate Relatives/others, etc)	Securities as on 31st March_____.		% of shareholding as on 31st March_____.	Open Interest of the Future Contracts held as on as on 31st March_____.		Open interest of the option contracts held as on as on 31st March_____.	
		Type of security (For eg: shares, warrants, Convertible Debentures, etc.)	No.		Number of Units(contracts lot size)	Notional Value in Rupees Terms	Number of Units(contracts lot size)	Notional Value in Rupees Terms

Signature:

Designation:

Date:

Place