

Date: 13/11/2025

To,

Listing Manager

**BSE Limited**

Phirozejeebhoy Towers,

Dalal Street, Mumbai- 400 001

Scrip Code : 544446

Listing Manager

**National Stock Exchange of India Limited**

“Exchange Plaza”, Bandra- Kurla Complex,

Bandra (East), Mumbai- 400 051

Scrip Code : ADVENTHTL

**Sub: Intimation under Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir/Madam,

Pursuant to the captioned subject, please find enclosed herewith the “Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”.

The above is being made available on the Company’s website i.e. [www.adventint.in](http://www.adventint.in)

Thanking You,

Sincerely

For **Advent Hotels International Limited**  
**(formerly known as Shiva Realtors Suburban Private Limited)**

**Chirag Sojitra**

**Company Secretary & Compliance Officer**

**Encl : As above**

**Advent Hotels International Limited**

(Formerly, Shiva Realtors Suburban Private Limited)

[www.adventint.in](http://www.adventint.in) | CIN: U55101MH2006PLC165577 | email id: [investors@adventint.in](mailto:investors@adventint.in) | Contact No: 91-22-47478686

Registered Office: 7<sup>th</sup> Floor, Resham Bhavan, Veer Nariman Road, Churchgate, Mumbai 400 020

## **CODE OF FAIR DISCLOSURES AND CODE OF CONDUCT UNDER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

**Applicable to the Directors / Officers / Designated Employees / Persons and Connected Person of M/s Advent Hotels International Limited (Formerly known as Shiva Realtors Suburban Private Limited).**

This code may be called as Code of **Fair Disclosures and code of conduct of M/s Advent Hotels International Limited** for prevention of Insider Trading. This Code can be modified / amended / altered by Directors / Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/altered provisions of the Regulation shall be placed before the Board of Directors of the Company for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

### **1. PREAMBLE**

**Insider Trading means** dealing in securities of a listed company traded on any Stock Exchange in India by **Insiders** which term includes Directors, Officers and Designated Employees / Person of the Company based on or when in possession of unpublished price - sensitive information (**UPS**).

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed companies. The Regulations prohibits insider trading.

### **2. APPLICABILITY**

This code shall be applicable to all the Directors, Officers, and Designated Employees / Person and their immediate relatives of the Company.

### **3. DEFINITIONS**

- a) **Act** - means the Securities & Exchange Board of India Act, 1992;
- b) **Board** means the Board of Directors of **M/s Advent Hotels International Limited**;
- c) **Body Corporate** means a body corporate as defined under Sub-Section 11 of Section 2 of the Companies Act, 2013;
- d) **Code** means this Code of Fair Disclosure and code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time;
- e) **Company** means **M/s Advent Hotels International Limited**;
- f) **Compliance Officer** means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Regulations and who shall

be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board;

g) **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 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, -
  - an immediate relative of connected persons specified in clause (i); or
  - a holding company or associate company or subsidiary company; or
  - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - an investment company, trustee company, asset management company or an employee or director thereof; or
  - an official of a stock exchange or of clearing house or corporation; or
  - 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
  - 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
  - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - a banker of the company; or
  - 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;
  - firm or its partner or its employee in which a connected person as specified in sub-clause (i) above is also a partner; or
  - a person sharing household or residence with a connected person specified in sub-clause (i) above.

h) **Designated Person** shall mean and include –

- i. Every Promoter of the Company
- ii. Every Director of the Company

- iii. Key Managerial Personal and employees upto two levels below Key Manager Personal of such listed company, intermediary, fiduciary and its material subsidiaries.
  - iv. every department head of the Company
  - v. employees and support staff in the finance, accounts, secretarial, legal and IT department of the Company and its subsidiaries/associates on the basis of their functional role or that have access to UPSI
  - vi. Secretaries and Executive Assistants of Directors/KMPs, who are likely to have access to UPSI
  - vii. any other employee/person as may be determined and informed by the Compliance Officer from time to time.
  - viii. Immediate Relatives of all the above persons.
- i) **Officer** shall mean and include –
- i. Statutory and Internal Auditor and Secretarial Auditor of the Company.
  - ii. Person occupying the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.
  - iii. Any other person as decided by the Board of Directors of the Company.
- j) **Director** means Directors on the Board of the Company both Executive and Non-Executive
- k) **Generally available Information** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- 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,
- a. connected person; or
  - b. 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) **Legitimate Purpose** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- 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) **Regulation** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.

- r) **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;
- s) **Trading** means and includes subscribing, redeeming, switching, buying, selling or agreeing to subscribe, redeem, switch, buy, sell or deal in any securities and “trade” shall be construed accordingly.
- t) **Trading Window** means the period during which the Designated Person and Connected Person of Company may trade in the Company’s securities.
- u) **Trading Day** means a day on which the recognized stock exchanges are open for trading;
- v) **Unpublished price sensitive information (“UPSII”)** 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;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, and such other transactions;
  - v. changes in key managerial personnel;
  - vi. such other matters as the Company may decide
- w) **Whistle Blower** means an employee who reports instance of leak of price sensitive information under this Policy.

#### **4. CODE**

##### **1. Compliance Officer**

- 1.1 The Compliance Officer shall be responsible for setting, procedures, monitoring adherence to the rules for the preservation of “Price Sensitive Information”, pre-clearing trades of Designated Person and connected person (directly or through respective department heads as decided by the company), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board and Audit Committee.
- 1.2 The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.

##### **2. Preservation of Price -Sensitive Information.**

- 2.1 Designated Person and Connected Person shall maintain the confidentiality of all Price Sensitive Information. Designated Person and Connected Person **shall not pass** on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- 2.2 Price Sensitive Information is to be handled on a “**need to know**” basis and no price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: “Legitimate Purposes” shall mean sharing of the UPSI by an Insider with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of “legitimate purposes” as provided at “Annexure-1”

- 2.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

### **3. Preservation of misuse of “Price Sensitive Information”.**

- 3.1 Designated Person and Connected Person shall be subject to **trading restrictions** as enumerated below.

- i. When the trading window is closed, the Designated Person and Connected Person shall not trade in the company’s securities in such period.
- ii. The trading window shall be, inter alia closed at the time:-
  - a. financial results
  - b. declaration of dividends (interim and final).
  - c. change in capital structure;
  - d. mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business  
and such other transactions;
  - e. for any other price sensitive information which the Compliance Officer deems fit to announce the trading window closure.
- iii. In the respect of declaration of financial results, the trading window shall remain closed from the end of every quarter for which results are to be considered and approved in the Board/Committee Meeting till 48 hours after the declaration of financial results. 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.
- vi. Designated Persons shall conduct all their dealings in the securities of the Company only during trading window is open.
- vii. The trading window restrictions shall not apply for following cases, ;
  - Off market inter se transfer between insiders who were in possession of the same UPSI without violating the code and both parties had made a conscious and informed trade decision.
  - Transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the code and both the parties had made a conscious and informed trade decision.
  - Transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction

- Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- trades executed as per the Trading Plan set up in accordance with the Code.
- pledge of shares for a bona fide purpose such as raising of funds, subject to pre- clearance by the Compliance Officer under the supervision and authorization of the Audit Committee.
- transactions undertaken in accordance to respective regulations made by SEBI, 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 which are undertaken through such other mechanism as may be specified by SEBI from time to time.
- Transaction of shares undertaken for bona fide purpose subject to pre-clearance by the Compliance Officer under the supervision and authorization of the Audit Committee.

3.2 Designated Person and Connected Person shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Designated Person and Connected Person is in possession of any unpublished price sensitive information.

#### **4. Trading Plan**

- (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.
- (2) 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 20th (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.
- (3) The compliance officer shall review the trading plan to access 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 monitor the implementation of the plan.

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

- (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 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 so as to avoid the violation
- (5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- (6) Insider shall submit trading plan in “**Annexure – 2**” or any other format specified by SEBI or BSE or NSE.

## **5. Pre-clearance of trades**

- 5.1 All Designated Person who intend to deal in the securities of the Company should pre-clear the transaction with the Compliance Officer as per the pre-dealing procedure as described here-under, where the aggregate of securities by the Designated Person and their immediate relatives to be traded within a calendar month exceeds 1500 in number or where the market value of securities to be traded within a calendar month exceeds Rs. 3,00,000, whichever is lower.
- 5.2 An application may be made in prescribed format “**Annexure-3**” to the Compliance Officer indicating the estimated number of shares and amount that the Designated Person intend to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 5.3 An undertaking “**Annexure-4**” shall be executed in favour of the company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
  - a) That the Designated Person, does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.
  - b) That in case the Designated 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.

## 6. Other restrictions

- 6.1 Designated Person shall execute their order in respect of securities of the company within 7 trading days after the approval of pre-clearance is given.

The such person shall file within 2 days of 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 be filed.

If the order is not executed within seven trading days after the approval is given, the Designated Person must pre-clear the transaction again.

- 6.2 Designated Person and Connected Person 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 6 months following the prior transaction. Designated Person and Connected Person shall also not take positions in derivative transactions in the shares of the company at any time. However, the said condition will not apply for trades pursuant to exercise of stock options and subsequent sale as per SEBI (Prohibition of Insider Trading) Regulations, 2015

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.

- 6.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

## 7. Reporting requirements for transactions in securities

### Initial Disclosures

- 7.1 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 days of such appointment or becoming a promoter to the company / Compliance Officer.

### Continual Disclosures

- 7.2 Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of **within two trading days** of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over **any calendar quarter, aggregates to a traded value in excess of Rs.**

**10,00,000/- (Ten Lakh Rupees)** or such other value as may be specified by SEBI time to time.

- 7.3 Compliance Officer of the company shall notify the particulars of such trading to the stock exchange on which the securities are listed **within two trading days of receipt** of the disclosure or from becoming aware of such information.

**Disclosures by other connected persons / Insiders.**

- 7.4 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015.
- 7.5 Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Person and Connected Person for a minimum period of **five years**.
- 7.6 The Compliance Officer shall place before the Audit Committee on a **quarterly basis** all the details of the dealing in the securities by Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

The compliance officer shall report to the board of directors and in particular, shall provide reports to the **Chairman of the Audit Committee**, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors

**8. Mechanism on Internal Control**

For ensuring adequate and effective system of internal controls in line with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the following procedure shall be followed:

- 8.1 All employees who have access to unpublished price sensitive information are identified as Designated Person
- 8.2 All unpublished price sensitive information shall be identified and its confidentiality shall be maintained by Designated Person and others who have knowledge of unpublished price sensitive information.
- 8.3 Adequate restriction shall be placed on procurement, communication and sharing of unpublished price sensitive information by designated employee and others who have knowledge of unpublished price sensitive information.
- 8.4 List of Designated Person and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such persons
- 8.5 Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.
- 8.6 Audit committee shall review at least once in a financial year, compliance with this code read with PIT Regulations.
- 8.7 Sharing of information pursuant to Legitimate Purpose
- a. Any person in receipt of Unpublished Price Sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.

- b. Such person has to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Code.
- 8.8 Limited Access to Confidential Information Files containing confidential information shall be kept fully secured. Computer files must have adequate security of login and password etc.
- 8.9 Chinese Wall
- a. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
  - b. Demarcation of the various departments as inside area may be implemented by the Company.
  - c. The employees in inside area may be physically segregated from employees in public area.
  - d. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
  - e. In exceptional circumstances, Designated Persons from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.
- 8.10 Digital Database
- The Compliance Officer ("The Company Secretary of the Company") under the supervision of Board of the Directors shall maintain, the nature of UPSI, names of the persons who have shared the information, and also the names of such persons with whom information is shared, along with their PAN (or any other identifier where PAN is not available) in a digital database. (Requirement of PAN or any other identifier is not applicable to statutory requisitions). A digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database and non-leakage of UPSI. This database shall be kept confidential and shall not be outsourced.
- The Board of Directors 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.
- 8.11 Whistle Blowing in case of leak of Unpublished Price Sensitive Information ("UPSI")
- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
  - ii. The Whistle Blower may report leak of UPSI by an email to the Chairman of Audit Committee with CC to Managing Director at their e-mail IDs mentioning the subject line "LEAK OF UPSI".

- iii. On the basis of reporting, the Audit Committee shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Compliance Officer shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- v. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.

#### **9. Process to be followed in sensitive transaction(s)**

The Managing Director shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

#### **10. Penalty for contravention of code of conduct**

- 10.1 Insider who trades in securities or communicates any Information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company.
- 10.2 Insider who violates the code of conduct shall also be subject to disciplinary action by the company either under this code or any other policy of the Company which is in force for the time being, which may include wage/salary freeze, suspension, ineligible for future participation in employee stock option plans, etc.
- 10.3 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.

#### **11. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015;**

- 11.1 In case it is observed by the Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the company.

**Code of Practice and Procedure of Fair Disclosure**

The code aims at prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

1. 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.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Compliance Officer will be the chief investor relations officer to deal with dissemination of information and he shall ensure that disclosure regarding financial results, record date, dividend, etc. as requires under Listing Regulation with the Stock Exchanges are made in timely and adequate manner. The Managing Director / Chief Executive Officer / Chief Financial Officer or any other Person authorized by the Board of the Company for the purpose of determination materiality of an event or information and making such disclosure to Stock Exchange and shall provide Unpublished Price Sensitive Information so that Chief Investor relation officer immediately disseminate and disclose such information to stock exchanges.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

**Policy For Determination of Legitimate Purposes:**

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

1. The UPSI shall be shared only on ‘need to know’ basis.
2. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations as well as Insider Trading Code of the Company.
3. The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
4. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “Insider” and due notice shall be given to such person to maintain confidentiality of UPSI.
5. The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of Company’s Insider Trading Code

**Trading Plan**

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,  
 The Company Secretary  
 Advent Hotels International Limited  
 (Formerly Known as Shiva Realtors Suburban Private Limited)  
 7<sup>th</sup> Floor, Resham Bhavan,  
 Veer Nariman Road,  
 Churchgate, Mumbai – 400 020

Dear Sir /Madam

Ref: DP's name:

DP ID:

CLIENT ID:

Name of Insider and Address:

[

Your approval is solicited for proposed Trading Plan **for** purchase & sale of securities of the Company in physical/demat form. I am furnishing details of trade to be made **in six month after approval** of the proposed trading plan:-

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be trade</i>	<i>Amount in Rs.</i>	<i>Time intervals between Two Trades</i>	<i>Date of propose trade</i>

- I, confirm that I do not have any access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
- that in case I, have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
- that I have not contravened the code of conduct for prevention of insider trading as notified by the Company.
- that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly,  
 Signature  
 Name  
 Designation  
 Employee Code no.

**Approval of Trading Plan**

1. I,.....Company Secretary of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/undertaking which I have demanded.
2. The aforesaid plan is not violating any code of conduct and SEBI (Insider Trading) Regulation, 2015.
3. I shall monitor the implement of the Plan as per the SEBI (Insider Trading) Regulation, 2015.

**For Advent Hotels International Limited  
(formerly known as Shiva Realtors Suburban Private Limited)**

**Company Secretary**

**Application for pre-clearance of trade**

(Under Code of Conduct of the Company read with Insider Trading regulation, 2013)

To,

The Company Secretary

Advent Hotels International Limited

(Formerly Known as Shiva Realtors Suburban Private Limited)

7<sup>th</sup> Floor, Resham Bhavan,

Veer Nariman Road,

Churchgate, Mumbai – 400 020

Dear Sir /Madam,

Ref: DP's name:

DP ID:

CLIENT ID:

Name of Insider and address:

Your approval is solicited for purchase/sale of \_\_\_\_\_ securities of the Company in physical /demat form. I state on solemn affirmation:

1. that I am Director/Officer/Designated Person of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale\_\_\_\_\_ (state No. of securities or Amount) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of next six months from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly,

Signature

Name

Designation

Employee Code no.

**Undertaking**

I \_\_\_\_\_ aged about \_\_\_\_\_ years, Son of \_\_\_\_\_ working in the capacity of \_\_\_\_\_ in ..... Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from \_\_\_\_\_.
2. that as on date I do not possess/own any shares of the company or I have purchased \_\_\_\_\_ nos. of shares of the Company from open market. (strike out which is not applicable).
3. that I do not possess/own any shares of the company with the name of Immediate Relatives or I have purchased \_\_\_\_\_ nos. of shares of the Company from open market with the name of Immediate Relatives.
4. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
5. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
6. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
7. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
8. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
9. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
10. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
11. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/noncompliance of the same.
12. That I have made a full and true disclosure in the matter.