



To  
Bombay Stock Exchange Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai.

Date: 15.05.2015

**SUBJECT: CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Sir,

Pursuant to Regulation 8 of SEBI(Insider Trading) Regulations, 2015, please find enclosed herewith a code of practices and procedures for fair disclosure of unpublished price sensitive information.

This is for your kind information and record, please.

Thanking you,

Yours Sincerely

For Majestic Auto Limited



(Rajesh Saini)

Company Secretary

Encls:a/a

CIN No. L35911PB1973PLC003264

C-48, Focal Point,  
Ludhiana: 141 010, Punjab, India,  
Tel: +91 161 2670233- 37, Fax: +91 161 2672790,  
E-mail: [info@heromajestic.com](mailto:info@heromajestic.com), [www.heromajestic.com](http://www.heromajestic.com)  
An ISO/TS 16949: 2002, ISO 9001/ 2000 & ISO 14001 Company

# CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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## **PREAMBLE**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

## **APPLICABILITY**

This Code shall be applicable with effect from May 15, 2015.

## **CODE**

### **1. Prompt Disclosure of Price Sensitive Information**

Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

### **2. Uniform and Universal dissemination of Unpublished Price Sensitive Information**

The price sensitive information shall be disseminated uniformly and universally to all stake holders through Stock Exchanges and/ or by posting the same on official web site of the Company i.e. [www.majesticauto.in](http://www.majesticauto.in). The Company shall use its best endeavors' to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available

the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

**3. Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities**

- i. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.
- ii. Such replies shall be signed by the Compliance Officer(s)/ Managing Director. In their absence, such replies shall be signed by such other officer/ person as may have been authorized.
- iii. In case the query/request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where shares of the Company are listed.
- iv. The Compliance Officer(s) shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

**4. Procedure for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.**

- i. Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.
- ii. In order to avoid mis-quoting or mis-representing it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.
- iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

**5. Need to Know**

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

**6. Monitoring and Co-ordinating dissemination of disclosures**

The Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

**DISCLOSURES**

This Code and any amendment thereof will be published on the Company's official website([www.majesticauto.in](http://www.majesticauto.in)) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.