



# PPAP Automotive Limited

CIN No. L74899DL1995PLC073281

B-206A, Phase-II, Noida - 201305, Uttar Pradesh, India

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Email : info@ppapco.com, Website : www.ppapco.in

30<sup>th</sup> March, 2019

**The Listing Department**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**The Listing Department**  
**The National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400051

**Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

This is with reference to the captioned subject, the Board of Directors of the Company has approved the revised 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended.

The revised Code will be effective from 1<sup>st</sup> April, 2019 and will be made available on the website of the Company.

A copy of the revised Code is enclosed for your records.

Thanking you,

Yours faithfully,  
For **PPAP Automotive Limited**

  
**Sonia Bhandari**  
Company Secretary



**PPAP Automotive Limited**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION  
[Pursuant to SEBI (Prohibition of Insider Trading Regulations), 2015]**

**1. PREAMBLE**

PPAP Automotive Limited (the “**Company**” or “**PPAP**”) has always thrived by conducting its business in a fair and transparent manner with a view to protect the interest of all stakeholders in the Company. In its communication with investors, the Company has always endeavored to provide a healthy level of disclosure(s) with responsibility and due caution, in its discussions about the future. It ensures transparency and equal dissemination of information to all its investors and analysts, either the current or the prospective. The Company welcomes enhanced sensitivity to equality in shareholder(s) communication and has formalized its principles into a Code of Fair Disclosure.

**2. PURPOSE**

The Securities and Exchange Board of India (“**SEBI**”) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Regulations) to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of Regulation 8 of SEBI Insider Regulations, every listed company is required to formulate Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (UPSI). Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information(s).

**3. DEFINITIONS**

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

- a) “**Board**” means Board of Directors of the Company.
- b) “**Chief Investor Relation Officer**” (CIRO) shall mean any officer as may be designated by the Board of Directors of the Company, from time to time, to deal with dissemination of information and disclosure of unpublished price sensitive information(s).
- c) “**Code**” shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information(s).
- d) “**Company**” means PPAP Automotive Limited.

- i) **“Legitimate Purpose”** shall include sharing of UPSI 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 of the Company, provided that such sharing has not been carried out to evade or circumvent the prohibitions of said Regulations.
- j) **“Regulation”** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time.
- k) **“Securities”** means the equity / preference shares, debentures or any other security of the Company which is listed on any Stock Exchange whether in India or overseas and related stock market derivatives, for the avoidance of doubt, with reference to the Company, has the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, but does not include units of a mutual fund.
- l) **“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;
  - iii. Change in capital structure;
  - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - v. Changes in Key Managerial Personnel;
  - vi. any event as may be considered by the Compliance Officer in consultation with the Managing Director; and
  - vii. any other matter / event as may be prescribed by SEBI from time to time.

#### 4. PRINCIPLES OF FAIR DISCLOSURE

The Company shall ensure:

- i. Prompt public disclosure of UPSI that would impact price discovery no sooner the credible and concrete information comes into being in order to make such information generally available.
- ii. Uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- iv. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- v. Ensuring that information shared with analysts and research personnel is not UPSI.

also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

- iii. The information filed by the Company with the stock exchanges under the Listing Agreement shall also be posted on the Company's website.
- iv. This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company, as required under the Regulation.

#### **8. MODIFICATION AND AMENDMENTS**

The Company reserves all right to modify and / or amend this Code of Fair Disclosure, at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

For ~~PPAP Automotive Limited~~

  
Ajay Kumar Jain  
Chairman & Managing Director



Code of practices and procedures for fair disclosure of  
Unpublished price sensitive information, Version 1.2, updated on March 30, 2019

***THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.***