



AUTORIDERS

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Date: 01/04/2019

The Manager
DSC-CRD
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400001

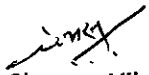
Ref:-Script Code: - 512277- Autoriders International Limited

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith the revised (amended) Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company, duly approved and adopted by the Board of Directors of the Company in order to align the same with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended code shall be effective from April 1, 2019 and shall be made available on company's website i.e. www.autoriders.in

This is for your information and records

For Autoriders International Limited


Shreyas Vilas Ponshe
Company Secretary



Autoriders International Limited

Code of practices and procedures for fair Disclosure of Unpublished Price Sensitive Information



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1. INTRODUCTION:

- 1.1 The Securities and Exchange Board of India ("SEBI") notified the "SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) on January 15, 2015. The same were made applicable to all listed companies with effect from May 15, 2015.
- 1.2 Pursuant to Regulation 8 of the Regulations, Autoriders International Limited (hereinafter referred as Company) is required to formulate code of Practices and Procedure for Fair Disclosure (hereinafter referred as Code")

2. DEFINITIONS:

2.1 **Company** means **Autoriders International Limited**

2.2 **'Compliance Officer'** means Company Secretary of the Company or Chief Financial Officer of the Company or any 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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

2.3 **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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

2.4 Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

3. CODE:

3.1 PROMPT DISCLOSURE OF PRICE SENSITIVE INFORMATION:

Price sensitive information shall be disclosed to the stock exchange 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





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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:

1. Periodical financial results of the Company
2. Intended declaration of dividends (both interim and final)
3. Issue of securities, buy-back of securities or any forfeiture of shares or change in market lot of the Company's shares.
4. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement and takeover
5. Disposal, spin off or selling division of whole or substantially whole of the undertaking.
6. Any major expansion plans or execution of new project or any significant changes in policies, plans or operations of the Company
7. Change in Key Managerial Personnel
8. Material events in accordance with the Listing Agreement and
9. Other matters as may be prescribed by the Securities and Exchange Board of India (SEBI)/ Considered by the Compliance Officer of the Company, to be price sensitive from time to time.

3.2 Uniform and universal dissemination of unpublished price sensitive information

- a) The Company shall disseminate the price sensitive information in uniform and universal manner in order to avoid selective disclosure. Upon the information being submitted with the Stock Exchange, the information shall be deemed to be generally available and shall be no longer termed as Unpublished Price Sensitive Information. (UPSI)
- b) The Company shall promptly disseminate the UPSI that gets disclosed selectively, inadvertently and otherwise to make such information generally available.

3.3. Responding to market rumors

The Company shall always endeavor to provide appropriate and fair response to queries or news reports and requests for verification of market rumors by regulatory authorities.

Replies to be provided shall be duly signed by Compliance Officer or Director of the Company and in their absence such replies shall be signed by such other person as may have been authorized.

3.4 Sharing of Unpublished Price Sensitive Information on need to know basis

All Unpublished Price Sensitive Information shall be handled on 'need- to-know' basis.

3.5. Communication of Unpublished Price Sensitive Information

Any employee of the Company handling the Unpublished Price Sensitive Information shall not communicate such Unpublished Price Sensitive Information with employees of other





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departments of the Company or with any person except where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

The Board of Directors shall ensure that the information shared with investors, analysts is not unpublished price sensitive information.

3.6 Sharing of UPSI for Legitimate Purpose:

The Board of Directors are authorized to determine the "Legitimate Purpose" as a part of this code.

1. Legitimate Purpose shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by any 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 SEBI (Prohibition of Insider Trading Regulations) . Any person who is in receipt of the UPSI for legitimate purposes shall be considered as an "insider" and due notice shall be given to such person to maintain confidentiality of the UPSI].
2. Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
3. Sharing of UPSI for discharge of legal obligation(s).
4. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company
5. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

