



**MAHARASHTRA SCOOTERS LTD.**

CIN -L35912MH1975PLC018376  
Regd. Office: C/o Bajaj Auto Limited,  
Mumbai- Pune Road, Akurdi, Pune 411 035 ( India)  
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**MAHARASHTRA SCOOTERS LIMITED**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSİ)**

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| <b>Approved by</b> | <b>Board of Directors on 15 May 2019</b>   |
| <b>Reviewed by</b> | <b>Board of Directors on 15 March 2023</b> |



## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)**

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII), as adopted by the Board of Directors of the Company at its meeting held on 12 May 2015.

SEBI has notified vide Circular dated 31 December 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which becomes effective from 1 April 2019. As required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII), (hereinafter referred to as the "Code") has been framed for adoption by the Board of Directors of the Company. The said Code shall supersede the earlier Code and shall be effective from 1 April 2019.

Accordingly, in supersession of the previous Code dated 23 March 2015, a code is hereby framed as under:

### **I. Definitions:**

- a) The term "legitimate purposes" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 the said Regulations.
- b) 'Unpublished Price Sensitive Information (UPSII)' means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, delistings, disposals and expansion of business and such other transactions
  - (v) changes in key managerial personnel;
- c) Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

### **II Code:**

1. The company shall ensure prompt public disclosure of UPSII that would impact price discovery, as soon as it has credible and concrete information, in order to make such



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information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.

2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
4. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
5. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The company shall develop 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. The company shall ensure the handling of all UPSI on a need-to-know basis.
9. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of the Regulations and due notice shall be given to such person(s) to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations.

This Code is subject to review from time to time.

**Chairman**

**Pune**  
**15 March 2023**