Ref: ATULAUTO/SEs/InsiderTradingCodes

June 13, 2015

To,
The Department of Corporate Services,
BSE Limited,
Ground Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Script Code: 537195
Kind Attn: Mr. Marian D'Souza

To,
Listing Compliance Dept,
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Script Symbol: ATULAUTO
Kind Attn: Mr. Samir Rajdev

Dear Sir,

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

As required under the SEBI (Prohibition of Insider Trading) Regulations, 2015, we confirm that:

1. The Board of Directors of the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and the same has been uploaded on the website of the Company on weblink: http://atulauto.co.in/corporate_governance_reports.php. A copy is attached.

2. The Board of Directors of the Company has formulated a Code of Conduct to Regulate, Monitor and Report trading by Insiders in terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please take the same on your records.

Thanking you.

Yours faithfully,
For, **ATUL AUTO LIMITED,**

ATUL AUTO LTD. SHAPAR

(Paras J Viramgama)
Company Secretary and Compliance Officer

ATUL AUTO LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(as approved by the Board of Directors by passing a circular resolution on 11th June, 2015)

1. THE CODE

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") is approved by the Board of Directors by passing a circular resolution on 30th May, 2015 pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The purpose of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") is to clearly outline procedures and practical guidelines that would be followed by Atul Auto Limited for consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information (UPSI).

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

2. PROMPT PUBLIC DISCLOSURE OF UPSI

The Company shall make a prompt public disclosure of UPSI that would impact the price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.

3. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER FOR OVERSEEING AND COORDINATING DISCLOSURE

3.1. The Chief Investor Relations Officer shall oversee the corporate disclosures and dissemination of information.

The Chief Financial Officer of the Company, appointed in terms of Section 203 of the Companies Act 2013 has been designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI, as the case may be.

3.2. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.

4. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI

4.1. The Chief Investor Relations Officer shall ensure (i) to disseminate UPSI uniformly and universally to avoid selective disclosure; and (ii) to promptly disseminate UPSI

that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

4.2. If information is accidentally disclosed without prior approval as aforesaid, the Chief Investor Relations Officer may inform the Chairman immediately, even if the information is not considered price sensitive.

4.3. Any decision in the nature of UPSI shall be advised to the Company Secretary and Compliance Officer and he/ she, on behalf of the Company, shall be responsible for continuous and immediate dissemination of such information to the Stock Exchanges.

4.4. The Company shall supplement the information released to Stock Exchanges by public announcements and/ or by simultaneously publishing information in the Company's website.

5. APPROPRIATE AND FAIR RESPONSE TO QUERIES

5.1. The Chairman of the Company or in his/ her absence, the Whole-time Director or the chief investor relations officer or any other person authorized by the board of directors shall respond in an appropriate and fair manner to any queries on news reports or requests for verification of market rumours by the regulatory authorities/ Stock Exchanges.

5.2. Either one of them shall decide whether a public announcement is necessary for verifying or denying any of the news reports or rumours and take such action as may be necessary.

6. DISCLOSURE/ DISSEMINATION OF UPSI WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

6.1. The Company communicates with its institutional shareholders through meeting with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to analysts and fund managers are placed on the Company's website.

6.2. The main channel of communication to the shareholders is through the annual report. The details relating quarterly performance and financial results are

disseminated to the shareholders through stock exchanges, press-releases, e-mail to shareholders and uploading on the Company's website.

6.3. Briefings are given to update the market after each quarterly result is announced through group meeting and teleconference. Meetings with investors (bilateral and general) are being held to ensure that the investor community receives a balanced and complete view of the Company's performance, while always observing applicable rules concerning selective disclosures, equal treatment of shareholders and insider trading. Individual meetings will also be held with institutional investors, fund managers and analysts to share generally available information.

6.4. The Company's representatives shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be noted and a considered response may be given later. If the answer includes UPSI, a public announcement shall be made before responding.

6.5. The Company may at the request of the Analysts, review their research reports with limited purpose of pointing out errors based on previously disclosed information.

7. TRANSCRIPTS OR RECORDS OF PROCEEDINGS OF MEETING

In order to avoid misquoting or misrepresentation, at least two representatives of the Company be present at meetings with analysts, brokers or Institutional Investors and discussion shall be preferably be recorded. It is also desirable that, if the meeting is a large gathering, the meeting may be video-graphed.

8. RESPONSE TO REGULATORY AUTHORITIES

The Company shall not comment, affirmatively or negatively, on market rumours. The Company shall respond appropriately and fairly to queries on news reports and requests for verification of market rumours by regulatory authorities. The Company will endeavor to respond promptly to such requests.

9. INFORMATION TO BE SHARED ON NEED-TO-KNOW BASIS

The Directors/ Employees of the Company shall not discuss the matters or developments regarding the Company which is yet to be published except that are required to be disclosed in performance of his/ her duties or under applicable laws or regulations or in legal proceedings.

= = X = = X = = X = = X = =