Mahindra LIFESPACES

TRANSFORMING URBAN LANDSCAPES FOR 25 YEARS

Date: 29th July, 2020

To,

| | |
|---|---|
| **BSE Limited**<br>Corporate Services,<br>Piroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai – 400 001<br>Listing: http://listing.bseindia.com | **National Stock Exchange of India Limited**<br>Exchange Plaza,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai 400051<br>Listing: https://www.connect2nse.com/LISTING/ |

Re:

| Security | BSE | NSE | ISIN |
|---|---|---|---|
| Equity Shares | 532313 | MAHLIFE | INE813A01018 |

Sub: Intimation under Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI PIT Regulation").

Dear Sir / Madam,

Pursuant to the SEBI notification dated 17th July, 2020 amending the SEBI PIT Regulation and in terms of Regulation 3(2A) and 8(2) of SEBI PIT Regulation, the Company at its Board meeting held today i.e. 29th July, 2020, has amended its Policy for determination of legitimate purposes which is part of its "Code for practices and procedures for fair disclosure of unpublished price sensitive information" effective from 29th July, 2020.

The updated Code is attached herewith and is also available on the website of the Company http://www.mahindralifespaces.com.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Mahindra Lifespace Developers Limited**

MAHINDRA LIFESPACE DEVELOPERS LIMITED

**Suhas Kulkarni**
**General Counsel & Company Secretary**
**(FCS – 2427)**
Encl.: a/a

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Mahindra Towers, 5th Floor, Dr. G. M. Bhosale Marg,
Worli, Mumbai 400 018, India
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**MAHINDRA LIFESPACE DEVELOPERS LIMITED**
CIN: L45200MH1999PLC118949
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# CODE FOR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**1.** This "Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", as may be amended from time to time, is approved by the Board of Directors of Mahindra Lifespace Developers Limited on 30th April, 2015 and is based on principles of fair disclosure for purposes of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

**2. This Code shall come into force from 15th May, 2015.**

**3. Definitions:** For the purpose of this code, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–

**A)** **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended from time to time.

**B)** **"Chief Investor Relations Officer"** means the Chief Financial Officer or any senior officer, designated so by the Board of Directors, who shall

- deal with dissemination of information and disclosure of Unpublished Price Sensitive Information;
- 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.

**C)** **"Code" or "this Code"** shall mean this Code for "Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", as amended from time to time formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information towards achieving compliance with the Regulations.

**D)** **"Company" or "the Company"** means Mahindra Lifespace Developers Limited.

**E)** **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis; "Generally Available" with respect to information shall be construed accordingly.

**F)** "**Regulations"** or **"PIT Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

**G)** "**Unpublished Price Sensitive Information**" or "**UPSI**" : means any information, relating to the 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; and
(v) changes in key managerial personnel;

Words and expressions used and not defined herein shall have the meanings respectively assigned to them in the PIT Regulations.

## 4. Corporate Disclosure Policy

4.1 Material information that could impact price discovery shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis.

4.2 Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.

4.3 The Company may also consider ways of supplementing information released to stock exchange by improving investor access to their public announcements.

**5. Principles of Fair Disclosure adopted by the Company are as follows :**

The Company shall ensure:

5.1 Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

5.2 Uniform and universal dissemination of UPSI to avoid selective disclosure.

5.3 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5.4 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

5.5 Ensuring that information shared with analysts and research personnel is not UPSI.

5.6 Developing 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.

5.7 Handling of all UPSI on a need-to-know basis.

**6. Overseeing and co-ordinating disclosure**

**6.1** The Company shall designate the Chief Financial Officer or a senior officer as the Chief Investor Relations Officer (CIRO) for the purpose of this Code to deal with dissemination of information and disclosure of UPSI.

**6.2** The CIRO shall be responsible for ensuring that the Company complies with this Code and with continuous disclosure requirements, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

**6.3** Information disclosure/dissemination may normally be approved in advance by the CIRO designated for the purpose.

**6.4** If information is accidentally disclosed without prior approval, the person responsible may inform the CIRO immediately, even if the information is not considered as unpublished price sensitive.

## 7. Responding to market rumours

**7.1** The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.

**7.2** The CIRO designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

## 8. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company shall follow the guidelines given hereunder while trading with analysts and Institutional investors:

### 8.1 Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

### 8.2 Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

### 8.3 Handling of unanticipated questions

The Company should be careful when trading with Analysts questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes

unpublished price sensitive information, a public announcement should be made before responding.

**8.4 Simultaneous release of Information**

When a Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

**9. Medium of disclosure/dissemination**

**9.1** Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

**9.2** The Company shall ensure that disclosure to stock exchanges is made promptly.

**9.3** The Company may also facilitate disclosure through the use of its website.

**9.4** The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

**9.5** The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

**10. Policy for determination of "Legitimate Purpose"**

The Policy for determination of "Legitimate Purposes" is annexed and forms part of this Code.

**11. Authority to make alterations**

The Board of Directors is authorized to make such alterations to this Code from time to time as considered appropriate, subject, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibitions of Insider Trading) Regulations, 2015, as amended from time to time. This Code and every subsequent amendment made thereto, shall also be intimated to Stock Exchanges where the securities of the Company are listed.

**12.** This Code shall be published on the Official Website of the Company www.mahindralifespaces.com.

## ANNEXURE A

## POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

### 1. PREFACE

This Policy, forming part of " Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

This Policy is effective from 1st April, 2019 and shall be strictly adhered to by every Insider of the Company.

### 2. Communication of UPSI pursuant to Legitimate Purpose

"Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business, on a need-to-know basis, by an Insider with:

(i) Designated persons;
(ii) Partners;
(iii) Collaborators;
(iv) Lenders;
(v) Customers;
(vi) Suppliers;
(vii) Merchant bankers;
(viii) Legal advisors;
(ix) Auditors;
(x) Insolvency professionals;
(xi) Other advisors or consultants;
(xii) Credit rating agencies;
(xiii) Bankers;
(xiv) Such other person as may be decided by the Compliance Officer from time to time;

provided that such sharing has not been carried out to evade or circumvent the prohibition of the PIT Regulations.

To illustrate, procuring /sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose.

### 3. Conditions for sharing of UPSI

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons which would, inter alia, include the following:-

(i) The information shared is in the nature of UPSI.

(ii) To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.

(iii) Not to trade in securities of the Company while in possession of UPSI.

(iv) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

### 4. Trading when in possession of UPSI

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

### 5. Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of SEBI PIT Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database will not be outsourced and maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The Board of Directors may authorize any executive of the Company to develop and maintain a structured digital database.

### 6. Penalties and Fines applicable in case of violation of the Policy

Any sharing of UPSI, other than in compliance with the Policy and the PIT Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary. In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall promptly inform about the violation to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

Further, pursuant to the disciplinary action taken by the Company, if any amount is collected, then the shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.

**7. Policy Adherence Responsibility:**

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.