Mahindra FINANCE

Mahindra & Mahindra Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018 India

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30th March, 2019

The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code : 532720

The Manager-Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Scrip Code : M&MFIN

Dear Sirs,

Sub: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

We wish to inform you that the Company has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information *inter alia,* incorporating therein a Policy for Determination of Legitimate Purposes, which shall be effective from 1st April, 2019.

In compliance with Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ("Insider Trading Regulations") the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is enclosed. The same is also being uploaded on the website of the Company at the URL https://www.mahindrafinance.com/policies.aspx pursuant to Regulation 8(1) of the Insider Trading Regulations.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl.: a/a

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. This Code shall come into force from 15th day of May, 2015.

2. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

i. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

ii. **"Code" or "this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;

iii. **"Company" or "the Company" or "MMFSL"** means Mahindra & Mahindra Financial Services Limited;

iv. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the Stock Exchanges. "Generally Available" with respect to information shall be construed accordingly;

v. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

vi. **"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 of the Company and shall, ordinarily include but not restricted to, information relating to the following:

(a) financial results;
(b) dividends;
(c) change in capital structure;
(d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
(e) changes in key managerial personnel.

vii. Other terms not specifically defined here shall have the same meaning as assigned under the 'Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Financial Services Limited' and 'the Insider Trading Regulations'.

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The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency/contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

3. Purpose of the Code

This Code has been formulated to ensure prompt, timely and adequate disclosure of UPSI in consonance with the principles of fair disclosure as specified in the Insider Trading Regulations.

4. Principles of Fair Disclosure

The Company shall ensure:

4.1 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.

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

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

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

4.5 Information shared with analysts and research personnel is not UPSI.

4.6 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website www.mahindrafinance.com to ensure official confirmation and documentation of disclosures made. Details of quarterly concall and concall transcript with analysts andinvestor relations conferences will be made available on the Company's website.

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

5. Prompt Disclosure of Unpublished Price Sensitive Information

5.1. Material information that could impact price discovery shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis.

5.2 The Company may also consider ways of supplementing information released to Stock Exchanges by improving investor access to thepublic announcements.

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

6. Overseeing and Co-ordinating Disclosure

6.1 The Senior Vice-President – Treasury & Corporate Affairs would be the Chief Investor Relations Officer of the Company for the purpose of this Code and the Insider Trading Regulations. The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI.

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6.2 The Chief Investor Relations Officerwould be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.

6.3 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to the Stock Exchanges where MMFSL Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure.

6.4 Disclosure/dissemination of UPSI may normally be approved in advance by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director/Executive Director/the Chief Financial Officer of the Company /'Disclosure Committee' constituted by the Board of Directors of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.

6.5 If UPSI is accidentally disclosed without prior approval, the person responsible may inform the Chief Investor Relations Officer immediately.

The Chief Investor Relations Officer will then promptly disseminate the information so as to make such information generally available.

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 Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He may consult the Managing Director/Executive Director/the Chief Financial Officer of the Company /'Disclosure Committee' constituted by the Board of Directors of the Company pursuant to the Listing Agreement / Regulations in this regard and thereafter make appropriate disclosures.

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

No person, except those authorised by the Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to analysts, research personnel and institutional investors.

All Directors and Employees of the Company should follow the guidelines given hereunder while dealing with analysts, research personnel and institutional investors: -

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(i) Only Public information to be provided

The Company shall provide only public information to the analysts/research personnel/ large investors like institutions. The Chief Investor Relations Officer shall ensure that information shared with them is not UPSI. The information given to the analysts should be made public at the earliest.

(ii) Recording of discussion

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

(iii) Handling of unanticipated questions

The Company should be careful when dealing 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.

(iv) Simultaneous release of Information

When a Company organises meetings with analysts, the Company shall make a press release and post relevant information on its website after every such meet to ensure official confirmation and documentation of disclosures made. The Company may also consider live web casting of analyst meets.

9. Medium of disclosure/dissemination

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

(ii) The Company shall ensure that disclosure to Stock Exchanges is made promptly.

(iii) The Company may also facilitate disclosure through the use of its official website viz.**www.mahindrafinance.com**.

(iv) The Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

(v) The information filed by the Company with Exchanges under continuous disclosure requirements may be made available on the Company's website.

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10. Policy for determination of "Legitimate Purposes"

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

The Company will also promptly intimate any amendment to this Code to the Stock Exchanges where the Company's Securities are listed, as required under the Insider Trading Regulations.

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Annexure

Policy for Determination of "Legitimate Purposes"

1. This Policy is effective from 1st April, 2019.

The Policy forms part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". This Policy 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 Insider Trading 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.

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(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. Maintenance of Digital Database

The Company shall maintain a structured digital database of the persons with whom UPSI is shared, as required under the Insider Trading Regulations. The database shall inter alia contain the names of the persons or entities with whom the information is shared under the Insider Trading Regulations along with the Permanent Account Number ("PAN") or any other identifier authorised by law where PAN is not available.

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

Any sharing of UPSI, other than in compliance with this Policy and the Insider Trading 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 also inform SEBI about the violation.

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.

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