

MUTHOOT VEHICLE & ASSET FINANCE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015. MUTHOOT VEHICLE & ASSET FINANCE LIMITED (MVFL) being a debt listed entity is required to comply with the Regulations. Pursuant to Regulation 8 (1) of the Regulations, MVFL is required to formulate a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") in adherence to the principles set out in Schedule A to the said Regulations.

2. Scope

2.1. MVFL endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the Regulations, MVFL has adopted this "Fair Disclosure Code".

2.2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

2.3. MVFL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition

3.1. 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.

4. Principles of Fair Disclosure

To adhere to the principles as mentioned in Schedule A to the Regulations, MVFL shall:

4.1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is "generally available" i.e., to make the information accessible to the public on a non-discriminatory basis.

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

4.3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Managing Director or by the Chief Financial Officer (CFO) of the Company.

4.4. Company Secretary of MVFL can respond to enquiries from the Stock Exchanges or other regulators, with the approval of Managing Director or by the Chief Financial Officer (CFO) of the Company.

4.5. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

4.6. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc. (Note: The

Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

- 4.7. Ensure that information shared with analysts and research personnel is not UPSI.
- 4.8. The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company may also participate 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-discriminative basis. Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.
- 4.9. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

The Policy for determination of "legitimate purposes" is as below:

For determining legitimate purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
- b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.
- c) Subject to the conditions prescribed in (a) and (b) above, UPSI can be shared with Designated Persons, Partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or Other Advisors Or Consultants, Credit Rating Agencies, Bankers, such other person as may be decided by the Compliance Officer from time to time etc., in respect of the proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

5. Medium of disclosure/dissemination

- a) The Company shall ensure that disclosure to Stock Exchange(s) where MVFL Securities are listed is made promptly.
- b) Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- c) The Company may also facilitate disclosure through the use of its official website.
- d) The information filed by the Company with Exchanges under continuous disclosure requirement may be made available on the Company website.

6. Company Secretary of the Company shall act as the Chief Investor Relationship Officer who will be reporting to the CFO of the Company to deal with dissemination of information and disclosure of UPSI.
7. Other terms not specifically defined here shall have the same meaning as assigned under the code of conduct for prevention of Insider Trading adopted by Muthoot Vehicle & Asset Finance Limited viz MVFL Code of Conduct to regulate, monitor and report trading in Securities of the company and 'the Insider Trading Regulations'.

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.

8. The Fair Disclosure Code is subject to review by the Board of Directors at any time, as it deems fit, or from time to time.
