

SF3-IN Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information

**Version 01
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BMW India Financial Services Private Limited

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1. INTRODUCTION:

BMW India Financial Services Private Limited (“Company”) has framed the Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information” (the “ Code”) pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”). This code provides a framework and strategy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities

This code has been approved by the Board of Directors and is effective from its approval in the Board meeting.

1.1 Title:

This code shall be known as the “BMW India Financial Services Private Limited - Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information” (the “ Code”) and has been made pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”).

1.2 Applicability

This code shall be applicable to BMW India Financial Services Private Limited

1.3 Definitions:

In this Code:

- (a) “**Company**” shall mean BMW India Financial Services Private Limited, and where the context so requires, shall include its subsidiaries;
- (b) “**Compliance Officer**” means Company Secretary or any other senior level employee who shall be directed by the Board of Directors of the Company to act as such and designated as the compliance officer of the Company.
- (c) “**PIT Code**” shall mean the Code of Conduct for Prevention of Insider Trading adopted by the Board of Directors of the Company; and
- (d) “**Unpublished price sensitive information**” shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available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; and
 - (vi) material events in accordance with the listing agreement.
 - (vii) any other information that may be considered relevant by the Board of Directors

Words and terms defined used in this Code and not defined herein, but defined in the Regulations, the PIT Code, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013 including any amendments thereto, shall have the meanings respectively assigned to them in such legislation.

1.4 Publication of the Code:

This Code, upon its adoption by the Board of Directors of the Company, shall be uploaded on the Company's website and any updates hereto shall be promptly reflected on the Company's website.

2. HANDLING AND DISSEMINATION OF PRICE-SENSITIVE INFORMATION

2.1 Identification of Unpublished Price Sensitive Information:

The MD & CEO or CFO shall identify the information that shall be treated as Unpublished Price Sensitive Information. In addition to the information falling within the definition of "unpublished price sensitive information" under the Regulations, the MD & CEO or CFO may classify any other information as Unpublished Price Sensitive Information, if he is satisfied that the disclosure of such information is likely to have a material impact on the market prices of the securities of the Company. The MD & CEO or CFO shall be assisted by the Compliance Officer in making such assessment and may be guided by the Board of Directors in the classification of any information as Unpublished Price Sensitive Information.

2.2 Access to Unpublished Price Sensitive Information:

MD & CEO or CFO shall determine which person(s) may be provided access to Unpublished Price Sensitive Information relating to any particular transaction. In determining such access, the MD & CEO shall be guided by the principle that Unpublished Price Sensitive Information shall be made available to any person only if such information is required for the furtherance of the legitimate purposes, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations. No person so obtaining access to Unpublished Price Sensitive Information, whether an employee of the Company, an external consultant or advisor, shall disclose such information to any person except those specifically authorised in this behalf by the MD & CEO or CFO.

2.3 Public Disclosure of Unpublished Price Sensitive Information

2.3.1 Timing of Disclosure

- i) All Price Sensitive Information shall be made public upon the information itself becoming reasonably certain or upon the occurrence of the contemplated transaction to which the information relates becoming reasonably certain, except as allowed otherwise under the Regulations. Upon such reasonable certainty being established, the information shall be made public at the earliest practicable time and in compliance with all prevalent regulations. Where any such contemplated transaction requires authorisation by the Board of Directors, the occurrence

of the event shall not be deemed to be reasonably certain unless such authorization has been granted.

Review:

The contents and compliances under the Policy shall be approved by the Board of Directors and shall be reviewed at least once a year. In cases where necessary the Board of Directors may seek support from external professionals in order to smoothen the functioning and accomplishment of the objectives of the Policy.

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference shall be made to Board of Directors. In all such matters, the decision of the Board of Directors shall be final and conclusive.