



## **MOTHERSON SUMI SYSTEMS LIMITED**

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES FOR  
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION  
UNDER CODE OF FAIR DISCLOSURES AND CONDUCT**

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**1. PREAMBLE**

1.1 The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to “**SEBI PIT Amendment Regulations**”) has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to “**SEBI PIT Regulations**”). The SEBI PIT Amendment Regulations, *inter-alia*, requires every listed company to formulate a Policy for Determination of Legitimate Purposes as a part of “Code of Fair Disclosures and Conduct”. Accordingly, this Policy for Determination of Legitimate Purposes will form part of the Company’s Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insider and Code of Fair Disclosures (“**Code**”).

**2. Legitimate Purpose for disclosure**

2.1 The Unpublished Price Sensitive Information of the Company to be shared on “need to know basis” with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, advisors or consultants for legitimate purpose which shall include the following:

- (a) in the ordinary course of business;
- (b) in furtherance of performance of duty(ies);
- (c) for discharge of legal obligation(s) / regulatory compliance(s);
- (d) for audit purpose(s);
- (e) under any contractual obligation(s);
- (f) for purposes as may be prescribed under SEBI regulations or company law or any other law for the time being in force, as may be amended from time to time;
- (g) for any other genuine reasonable purpose as may be determined by Chief Operating Officer or Chief Financial Officer of the Company or person(s) authorized by the Board of Directors from time to time.

2.2 Any person(s) who has / have Unpublished Price Sensitive Information shall be considered as “Insider” for the purposes of Code and due notice shall be given to such person(s) to:

- (a) make aware such person that the information shared is or will be confidential;
- (b) to instruct such person to maintain confidentiality of such information in compliance with SEBI PIT Regulations;
- (c) to make aware of such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

**3. Review and Disclosure**

3.1 This policy will be reviewed and amended, as and when, required by the Board and/or under applicable laws. The Policy shall be disclosed on the website of the Company, i.e., ‘www.motherson.com’.

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This Policy is approved by the Board of Directors of Motherson Sumi Systems Limited on March 30, 2019 and is effective from April 1, 2019.