

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

*Version 1.0
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1. INTRODUCTION:

1.1 Title:

This code shall be known as the “Toyota Financial Services India 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 Toyota Financial Services India Limited.

1.3 Definitions:

In this Code:

(a) “**Company**” shall mean Toyota Financial Services India Limited, and where the context so requires, shall include its subsidiaries;

(b) “**Compliance Officer**” means Company Secretary or any other person who may be appointed as Compliance officer by the Board of Directors.

(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(d) “**Unpublished price sensitive information**” shall means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, delisting's, 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.

NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

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

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 authorization by the Board of Directors, the occurrence of the event shall not be deemed to be reasonably certain unless such authorization has been granted.

2.3.2 Manner of Disclosure

To ensure fair, uniform and universal disclosure, information that is intended to be made generally available shall be reported to the stock exchanges on which the securities of the Company are listed for wide dissemination to investors and members of the exchanges through the websites and /or trading terminals of the stock exchanges before such information is disclosed on any other forum. Upon the information being sent to the stock exchanges, the information shall be deemed to be generally available and shall no longer be treated as Unpublished Price Sensitive Information.

2.3.3 Further Dissemination of Generally Available Information

Once any information is made generally available, the information may be uploaded on the Company's website in a suitable form and may be shared with any person or disseminated using any means without any restriction. It is clarified that the mere changing of the form of the information without affecting its essence shall not result in the information being treated as new information.

2.3.4 Public Disclosure of Information Disclosed Selectively

In the event that any Unpublished Price Sensitive Information is disclosed selectively, inadvertently or otherwise, to any person, and the Company does not have the power to require such person not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person, such Unpublished Price Sensitive Information shall be promptly made generally available in accordance with this Code. The MD & CEO shall decide based on the facts of the case, whether the Company has the power to require the receiver of such selective information, not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person.

2.4 Responding to requests for information

2.4.1 Requests for information from investors, research analysts, etc.

Any request for information received by the Company from any investor, research analyst, journalist or other member of the public shall be responded to, based on information that is in essence generally available. It is clarified that the sharing with a specific person or persons, of information which about the Company or the industry(ies) that the Company operates in which is general in nature, or any information that is derived from or is a mere elaboration of generally available information and is not inconsistent with such generally available information, or any information that is not likely to impact the price-discovery process of the Company's securities shall not be treated as selective disclosure by the mere fact of the information not being publicly disseminated earlier in the same form.

2.4.2 Requests for verification of information from regulatory authorities

Any queries on material published in the media or requests for verification of market rumours received from regulatory authorities or stock exchanges shall be responded to promptly and in a manner that is not misleading.

