



POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS (As modified on 22nd January, 2016)

TITLE:

This Policy shall be called 'Policy on materiality of and dealing with Related Party Transactions'.

OBJECTIVE:

Mahindra Holidays & Resorts India Limited (hereinafter referred to as "the Company") is a leading player in the leisure hospitality industry and also part of the Leisure and Hospitality sector of the Mahindra Group. As a part of its business activity, the Company deals with entities which are related parties. The Company recognizes that Related Party Transactions (as defined below) may have potential or actual conflict of interest and may raise questions whether **such transactions are consistent with the Company's and its shareholders' best interests** and in compliance to the provisions of the Companies Act, 2013 ("**the Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendments thereto or re-enactment thereof).

The Board of Directors (the "Board") of the Company has adopted this Policy upon the recommendation of the Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions ("Policy") in compliance with the requirements of Section 177 and 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations.

DEFINITIONS:

"Arm's length transaction" means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

"Audit Committee" or "Committee" means the audit committee constituted by the Board of Directors of the Company in accordance with applicable law, including the SEBI Listing Regulations and the Companies Act, 2013.



“Board” means the Board of Directors of Mahindra Holidays & Resorts India Limited.

“Company” means Mahindra Holidays & Resorts India Limited.

“Key Managerial Personnel” in relation to a Company means KMP as defined in the Act.

“Material Related Party Transaction” means a transaction with a Related Party which is material in terms of the provisions of the Act and SEBI Listing Regulations, as amended from time to time.

“Policy” means this Policy, as amended from time to time.

“Related Party” means a related party as defined under the Companies Act, 2013 or rules made thereunder and Regulation 2(1)(zb) of the SEBI Listing Regulations as amended from time to time.

“Related Party Transactions” shall mean such transactions as specified under Section 188 of the Act or rules made thereunder and Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended from time to time.

“Relative” means a relative as defined under the Companies Act, 2013 and Regulation 2(1)(zd) of the SEBI Listing Regulations, as amended from time to time.

“Transaction” with a related party shall be construed to include a single transaction or a group of transactions.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations, SEBI Act, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation, unless the context otherwise requires.

IDENTIFICATION OF RELATED PARTIES & TRANSACTIONS:

Every Director will be responsible for providing a declaration containing the following information to the Company Secretary on an annual basis and whenever there is a change in the information provided:

1. Names of his / her Relatives;
2. Partnership firms in which he / she or his / her Relative is a partner;
3. Private Companies in which he / she or his / her Relative is a member or a Director;
4. Public Companies in which he / she is a Director and holds along with his/her Relatives more than 2% of paid up share capital;



5. Any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with his / her advice, directions or instructions; and
6. Persons on whose advice, directions or instructions, he / she is accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).

Every Key Managerial Personnel of the Company will be responsible for providing a declaration containing the following information to the Company Secretary on an annual basis and whenever there is a change in the information provided:

1. Names of his / her Relatives;
2. Partnership firms in which he / she or his / her Relative is a Partner;

Every Director or Key Managerial Personnel of the holding company will be responsible for providing a declaration containing the information to the Company Secretary of the Company on an annual basis and whenever there is a change in the information pertaining to Names of his / her Relatives;

Every Director, Key Managerial Personnel, Leadership Team Members, Head of Departments (HOD"s) and other officers authorized to enter into contracts/ arrangements will be responsible for providing prior Notice to the Company Secretary of any potential Related Party Transaction. They will also be responsible for providing additional information about the transaction that the Board / Committee may request, for being placed before the Committee and the Board.

Besides the above, the Company will also identify other Related Parties as required under the Companies Act, 2013 and under SEBI Listing Regulations, as amended from time to time.

Any transaction by the company with a Related Party will be regulated as per this Policy.

APPROVAL OF RELATED PARTY TRANSACTIONS:

All Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolution by circulation or any other manner as provided by the Act or Rules made thereunder.

Where the Company enters into a contract / transactions with a related party, which stipulates details of every transaction like nature of the transaction, period of transaction, contract price or methodology of price determination / variation, if any, maximum amount of transaction , credit terms etc., prior approval once given by the Audit Committee would suffice and Audit Committee would only note the transactions that are entered into



pursuant to such master agreement and such transactions will not require any additional approval of the Audit Committee.

The Audit Committee may grant omnibus approval for the proposed Related Party Transaction subject to the following conditions:

- a. The Audit Committee shall lay down the criteria for granting omnibus approval in line with this Policy and in accordance with Rule 6A of the Companies (Meetings of Board and its Power) Rules, 2014, as may be amended from time to time and such approval shall be applicable in respect for such transaction repetitive in nature.
- b. The Audit Committee shall satisfy the following criteria while making omnibus approval:
 - (i) Need for such omnibus approval and such approval is in the interest of the Company
 - (ii) Repetitiveness of the transaction (in past or future)
 - (iii) Justification for the need of omnibus approval
- c. Such omnibus approval shall specify the following:
 - o Name(s) of the Related Party;
 - o Nature of the transaction;
 - o Period of transaction;
 - o Maximum amount of transaction that can be entered into;
 - o The indicative base price / current contracted price and the formula for variation in the price, if any, and;
 - o Such other conditions as the Audit Committee may deem fit.
- d. Omnibus approval shall not be granted for transactions in respect of selling or disposing of the undertaking between related parties.

In cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. One (1) Crore per transaction or such amount as may be prescribed from time to time.

All omnibus approvals granted pursuant to Companies Act, 2013 and SEBI Listing Regulations shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of such financial year. However, the Committee shall review, on a quarterly basis, the details of Related Party Transactions entered into by the company pursuant to each of the omnibus approval given.



A member of the Committee who has a potential interest in any Related Party Transaction will not remain present at the meeting when such Related Party Transaction is considered.

The Board would approve such Related Party Transactions as are required to be approved under Companies Act, 2013 and/or SEBI Listing Regulations and/or transactions referred to it by the Audit Committee.

Where any director is interested in any Related Party Transaction, such director will not remain present at the meeting when such Related Party Transaction is considered.

To review a Related Party Transaction, the Board/ Audit Committee will be provided with all the relevant information pertaining to the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and any other matter, as may be required. In determining whether approval needs to be accorded to a Related Party Transaction, the Board/ Audit Committee will consider the following factors:

- Whether the terms of the Related Party Transaction are fair to the Company and would apply on the same basis as if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would impair the independence of an otherwise Independent Director;
- Whether the Related Party Transaction would present a conflict of interest for any Director, or KMP of the Company, taking into account the size of the transaction, the overall interest **of the Director, KMP or other Related Party, the direct or indirect nature of the Director's, KMP's or other Related Party's interest in the transaction** and the ongoing nature of any proposed relationship and any other factors the Board/ Audit Committee deem fit to consider.

Further, in terms of the provisions of SEBI Listing Regulations, all Material Related Party Transactions, as may be prescribed from time to time, shall require requisite approval of shareholders of the Company (unless it is exempted pursuant to the provisions of SEBI Listing Regulations) and the Related Parties shall abstain from voting on such resolution(s), whether the entity is related party to the particular transaction or not.

All Related Party Transactions pursuant to Section 188 of the Companies Act, 2013 which **are not in the ordinary course of business and / or not an Arms' length** basis and which



crosses the threshold limits prescribed under Companies Act, 2013 or Rules made thereunder and amended from time to time, shall also require the requisite approval of shareholders of the Company (unless it is exempted pursuant to the provisions of SEBI Listing Regulations) and no member shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

“Ordinary course of business” would include usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and all such activities which the Company can undertake as per the Memorandum & Articles of Association of the Company.

In case the shareholders decide not to approve a Related Party Transaction, the Board/ Audit Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable to shareholders for approval.

DISCLOSURE AND REPORTING OF RELATED PARTY TRANSACTIONS

Every Related Party Transaction / contracts or arrangements that are:- (i) material or (ii) not **at arm’s length basis and/ or ordinary course of business, shall be referred to in the Board’s** report to the shareholders along with justification for entering into such transaction as per the requirement of the Companies Act, 2013.

The various Key Managerial Personnel, **Leadership Team, HOD’s or** any other person authorized to enter into any transaction on behalf of the Company shall not undertake any transaction with related party unless they confirm that the transaction has prior approval of the Audit Committee and that the transaction is both in the ordinary course of business and **at Arm’s length basis. Any transaction not meeting the required criteria mentioned above** should be brought to the notice of the Secretarial Department, Finance Department and the CFO for seeking the requisite approvals.

AMENDMENTS

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendation(s) of Audit Committee, from time to time.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy.



SCOPE LIMITATION

In the event of any conflict between the provisions of this Policy and of the SEBI Listing Regulations / SEBI Act, 1992 / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such rules / Regulations / Act or statutory enactments thereof shall prevail over this Policy.

DISSEMINATION OF POLICY

This Policy shall be disseminated to all functional and operational heads and other concerned persons of the Company and shall be hosted on the intra-net and website of the Company and web link thereto shall be provided in the annual report of the Company.
