

# ANTI-TRUST AND COMPETITION POLICY

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## Purpose

The purpose of this policy is to ensure that MSSSPL complies with all applicable laws and regulations related to anti-trust and competition in every market that we operate in.

We are committed to maintain high standards of accountability and transparency, and provide a clear guidance to employees and others through this document about anti-trust and competition related compliances.

## Scope and Applicability

This Policy is applicable to all employees whether on payrolls or contractual, employees of jointly-owned subsidiaries and any third party agent, supplier or consultant acting on behalf of MSSSPL.

This Policy comes into force on April 1, 2017 and replaces any previous version of the existing policy on Anti-trust and Competition.

## Philosophy and Context

The antitrust and competition laws and regulations of most countries are generally designed to promote fair competition and to protect the markets by prohibiting certain agreements and conduct that might unreasonably restrain competition, including monopoly or abuse of a dominant market position.

MSSSPL is committed to comply with the antitrust and competition laws and regulations existing in all the countries and regions that it conducts business either by itself or through its other entities or business partners.

The antitrust and competition laws and regulations have legal consequences for violations including potential criminal penalties. Employees should consult the Legal department for guidance when confronted with a situation that they believe falls under the applicable antitrust and competition laws and regulations

## Collusive Practices

Antitrust and competition policies take a serious view on all types of collusive practices and MSSSPL never participates or supports any form of collusion while conducting its business activities.

Collusive practices like Price fixing, Market share/allocations and Collusive tendering/Bid-rigging are all categorized as "cartel activities", which are strictly prohibited.

- Price Fixing/ Market Share – where competitors get into an agreement to set prices or allocate regions or product markets or customers to ensure that they can dictate the product prices and customer choices
- Collusive tendering or bid rigging – where competitors get into agreement to not compete on the bids they submit after being invited for a tender.

You must never participate in any of the above collusive activities.

The penalties for breaching antitrust and competition laws can be severe with large fines and potentially prison sentences for those individuals convicted of the same.

## Key Principles

Antitrust and Competition laws that regulate dealings with competitors, customers, distributors and other third parties are different around the world. Depending on where you work, the laws that apply to you may vary.

This Policy is designed to assist you in complying with antitrust and competition laws by identifying the main principles and problem areas and setting out the boundaries.

### *When dealing with Competitors:*

- Price fixing/market allocations – We must never agree with competitors to set prices or allocate regions or product markets or customers.
  - This applies even if there is no formal or written agreement; or even if the agreement has never been implemented.
  - Never enter into agreements to boycott or refuse to deal with customers or suppliers
  - Agreements to limit production or supply in defined markets
- Exchange of Information – Never exchange commercially sensitive information with competitors.
  - Contact with competitors even on an informal/social level could pose a risk.
  - There is no such thing as an ‘off the record’ conversation
  - If competitors attempt to have improper conversations with you, do not participate and tell them that company policy forbids such discussions. Inform the Legal team or Apex Committee immediately
- Avoid discussions on the following subjects under all circumstances
  - Actual prices (past, present and proposed, whether or not published); pricing policy, margins, price levels, price differentials, price changes and all other aspects of pricing.
  - Terms & conditions of trading like discounts and rebates, discount policy, delivery terms, credit terms and any other aspect of individual trading policy.
  - Sales & strategy related information like sales by volume or value of individual companies, market shares, marketing plans, advertising budgets or strategy, new product launches or withdrawals.

### *When dealing with Customers:*

- Never discuss the terms of one customer with another.
- Never agree with one customer that you will try to encourage another customer to increase or decrease its price.
- Never share information about one customer’s future pricing or promotional activities with another.

- Do not solicit or accept from customers, suppliers or former employees of competitors, information about competitors that should be kept confidential.
- Never use customers to pass commercially sensitive information to competitors.

### ***When dealing with Trade/Industry Associations:***

- Never discuss commercially sensitive information at a trade association meeting or seminar or workshop
- You CAN discuss general issues affecting the industry (e.g. general tax issues; health, safety or environmental issues; government policy)
- You CAN discuss publicly available data (e.g. current retail price data) or aggregated data in order to assess the state of the industry where the data does not reveal the position of a company
- Decisions made by trade associations and recommendations to their members can also breach antitrust and competition laws.
- Trade associations should never be used as a forum to agree on a common approach to a customer or devise an 'industry solution' to a commercial issue such as pricing, discounts or promotions.

### ***Communication:***

- Competition and antitrust law looks at the intention and effect of agreements and practices. If the intent of an agreement is to breach the law, it doesn't matter what language you use, it will still be a breach.
- We should remember that all forms of communication may be the subject of a competition investigation including deleted emails and even voicemails.
- Certain words and phrases have a specific meaning in competition law and should be avoided or used after they are reviewed by the Legal team, like "dominant" or "dominant position" or "markets" or "fixing" and similar words.
- Keep it factual – avoid opinion, exaggeration and inaccuracies when reporting or communicating with a competitor or customer or supplier

Since competition and antitrust laws are different around the world. Always follow the market guidelines and if in doubt, speak to your Legal team to ensure that you understand what practices are acceptable in your market

## **Responsibilities**

We are all individually responsible for making sure that we comply with this Policy and all laws, regulations and industry standards.

If you manage people, you are expected to ensure that the individuals who report to you receive the guidance, resources and training they need to enable them to do their jobs in compliance with this Policy.

We should familiarise ourselves with the competition laws that apply specifically to our markets. We should immediately contact the Legal team for any guidance on the antitrust and competition laws.

## Reporting Breach

- An employee who believes that he/she may have breached this policy will immediately notify his/her Manager/ Head of HR /Chief Governance Officer/ Legal Department and remedy any breach.
- An employee who believes that another employee may have breached this policy should immediately notify the Head of HR/ Chief Governance Officer/ Legal Department
  - The email id of the Chief Governance Officer is jindal.arvindkumar@mahindra.com
- The employee is also free to use the Whistleblower mechanism for reporting such cases.
- The main objective is to ensure complete compliance with all the respective antitrust and competition laws and regulations

*MSSSPL follows a zero-tolerance policy and any breach of this policy can lead to severe disciplinary actions up to and including termination of employment.*

## Policy Review & Interpretation

- The Apex Committee of MSSSPL, is responsible for the interpretation of the policy and its guidelines as per the defined clauses mentioned in this document and reserves the right to add, delete and modify any clause without prior notice.
- This policy will be reviewed every 2 years or earlier, as deemed fit by the Apex Committee
- The Apex Committee consists of 5 members - MD, CGO,CFO, CEO(Rings), CTO, COO, CMO and Sr VP-HR