

TVS Motor Company

CODE OF CONDUCT

TVS Motor Company
P. B. No. 4, Harita Hosur - 635 109
Tel: +91 4344 276780 - 84. Fax - +91 4344 276878
www.tvsmotor.com



GL_HRD_01_05_004 Revision0 date 17/08/16

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I. INTRODUCTION

This Code of Conduct is to establish and specify the standards of behaviour for employees of TVS Motor Company Limited, hereinafter referred to as 'TVSM' or 'the Company'. This code strives to serve as a model and compass.

II. PHILOSOPHY

Over the century, TVS has been known for its values, ethics and culture and its commitment towards all its stakeholders. Accordingly, we live by our values by 'walking the talk.' Our ethics has an imprint on all the products and services we offer. It is our firm belief that we shall tread the future path living by our values;

Trust

"To earn unquestionable trust of all stakeholders in every action by demonstrating both transparency and fairness in all dealings"

Value

"To add value to the company and its stakeholders in every action and to focus on simplification. No action should be taken for the sake of perpetuating bureaucracy"

Exactness

"To honor all commitments; to be fact based, accurate and precise in words and deeds; to shun ambiguity. Meticulous adherence to standards and compliance with processes"

Passion for customers

"Possess a strong emotional commitment to delight customers; to proactively understand and address customer needs with deep insight and customer intimacy"

Speed without haste

"To respond faster, pro-actively adapting to the changing environment, reducing cycle time across processes"

III. SCOPE

This code shall apply to all Executives and Managers (E&M) at all levels including Trainees.

Company means TVSM which term includes all its Factories, Offices, Branches and Warehouses wherever they are situated in India or abroad.

Management means The Chairman, Managing Director, Directors of the Company or any person/persons to whom powers have been delegated/granted.

Unless specifically stated to the contrary, the term 'Masculine' to include 'Feminine' and the term 'Singular' to include 'Plural'.

TVSM strongly believes that every employee is important towards achieving its vision and mission. As an important step towards this, TVSM believes that the code of conduct as enumerated herein needs to be adhered to. You are, therefore, required to read through this document and adhere to its contents, in letter and spirit. For clarifications, if any, please feel free to check with your department head (HOD) or the Human Resources Development (HRD) department.

Honest & Ethical conduct

Honest conduct is conduct free from fraud or deception. Ethical conduct is conduct conforming to accepted professional standards.

IV. GENERAL STANDARDS OF CONDUCT

Personal data & its authenticity

The personal details submitted to the company by you by way of documents and/or declarations are considered to be authentic. This being your sole responsibility, on verification, adverse findings, if any, can attract appropriate consequential action.

Dress code

You are expected to pay attention to personal grooming and adhere to the recommended dress code viz. uniform, while on duty. While representing the company in external meetings, conferences, seminars, etc., dress code shall be befitting the Company and suitable to the occasion or as specified by the organizers.

Attendance and punctuality

You would be provided with an identity card which is to be worn while entering and while in the company premises. You are required to adhere to the work timings as specified and ensure your attendance by recording entry and exit, in the manner prescribed at your work location. Needless to mention, you are expected to be at your workplace a few minutes earlier than the prescribed time. Whenever required by the call of duty and/or depending on the work exigency, you are expected to be available beyond such normal working hours.

You are also required to attend reviews, meetings and conferences, on time as prescribed for such events.

Taking out company property

You shall not take out any company property without proper authorization. You are liable for security check on 'entry to' and 'exit from' company premises and at such other times, as may be required.

Bringing in personal property

Generally, personal property shall not be brought into company's premises. Notwithstanding, personal property, if brought in for any specific purpose/reason shall be recorded with the security on entry. The responsibility for such personal property brought in lies with you.

Leave

Leave eligibility, credit and availing of the same shall be governed by the leave rules of the company. You are expected to plan your leave requirements in advance and get prior approval from the designated authority. In case of emergency, leave request could be made over phone and ratified on return. You are expected to manage your annual leave requirements within your leave eligibility.

2 Wheeler / 4 Wheeler usage

As a responsible employee of TVSM and also a brand ambassador for our products, you are expected to own & use only TVSM 2 Wheelers.

Regarding usage of 4 Wheelers, guidelines issued by HRD department be adhered to.

Mobile phone usage

Mobile phone connection is provided to employees, based on role and job requirements. In such cases, you are allowed to use the mobile connection on a handset, for official purposes. If not, you are expected to deposit the handset at the designated place while entering the factory premises and collect the same while leaving. **Please refer guidelines on mobile phone usage for further information.**

Travel

You are expected to be diligent, sincere and use the most effective and economical mode of travel and stay, while on official tour. The tour bills approved by the appropriate authority are to be submitted as per the prescribed format and time frame to the Finance department. The conditions of tour shall be governed by the travel rules of the company.

You are required to conduct yourself during travel in a befitting manner to the company and socially acceptable norms.

Gifts / Entertainment / Social events

You shall not accept any consideration or gift in cash or kind, from customers, suppliers, dealers, service providers, consultants, etc., which is perceived to directly or indirectly influence any business decision or influence commission of an act of fraud, dishonesty or impropriety.

Participation in entertainment, social events and conferences on behalf of the company must be limited to business only. While attending any event in personal capacity, you are not supposed to conduct any official business and your behaviour must conform to socially acceptable norms and comply with the laws of the land.

Associations

You shall not indulge in or entertain formation of groups or associations for any social, political, financial or any other purpose inside company premises or in connection with the company's business.

Conduct during strike / lock-out / lay-off

You shall not take part in agitations, strikes, etc., and shall attend duty, during such periods, unless instructed to the contrary in this respect.

Political activity

Company respects employees' individual political interests, as long as it does not interfere in any way with the work and time and is not in any way practised in the company's premises. Further, participation in political activity, outside company's premises, is permitted to the extent it does not tarnish company's image and reputation. Company restricts the use of its name in political activity at any level. Employees shall not be involved in any political activity as a representative of the Company or use the Company's name to participate in any political campaign or propaganda.

Religious activity

While the company respects the right of employees to follow and practise a religion of individual choice, no employee shall indulge in any religious activity inside the company's premises, except to the extent specifically permitted by the management.

Substance abuse & possession of weapons

Towards maintaining a healthy and productive work environment, substance abuse by way of selling, manufacturing, distributing, possessing and using alcohol, narcotics and drugs and/or being under its influence, is strictly prohibited.

All are prohibited from carrying or possession of weapons within the company's premises, except the security personnel who are on duty, to the extent permitted.

Interpersonal fairness

Dignity, respect and cordiality are the key factors for interpersonal fairness in an environment of team work and total employee involvement. Towards promoting such an environment, you are expected not to make comments that are embarrassing and demeaning to others. Also, you shall desist from harassing, threatening, using foul language and creating any kind of hostile or offensive work environment.

V. PROTECTING COMPANY'S PROPERTY

Confidential information

During your employment or for a period of five years from the date of cessation of your employment, you shall not divulge, disclose or impart to any person or organization, any trade secret, manufacturing process or any information concerning the business or finances of the company. This shall also include dealings, transactions or affairs of the company which has come to your knowledge during and in the course of your employment. Confidential company related information shall not be stored on any personal devices.

Intellectual property

If at any time during the subsistence of your employment or one year from the date of cessation of your employment, in case you make, perfect, discover or acquire any new invention what so ever or any improvements in or relating to the design and/or process of manufacture and/or finishing of goods pertaining to the Company, either patented or patentable or of any interest there in, you shall forthwith communicate the same to the company, in whom the same shall vest absolutely. The company there upon with or without your concurrence obtain patents/copyrights/trademarks as the case maybe. You shall do all things necessary for obtaining and legally vesting such rights in the company or its nominees. In this process, remuneration payable to you, if any, shall be as determined by the management at its discretion after consideration of such particular case. However, where such invention or discovery is considered by the management as either directly or indirectly not connected with its manufacturing process, goods manufactured by it or services rendered by it, the management will permit you to obtain rights in your name, if it is found not against the interests of the company.

Information Technology Management and Security

You will be provided with IT facility in order to enable you to perform your duties efficiently and effectively. You must use the same for company business purpose. All such facility shall remain accessible to the company.

You are not entitled to any expectation of privacy with respect to the information transmitted over, received by or stored in any electronic communication devices provided to you by the company. The company retains the right to gain access to any such information by and through its employees and its authorized third party agents at any time, either with or without your consent or approval.

You are expected to use all IT facility in a legal, ethical and appropriate manner. You shall not post or discuss any information about the company's services or business on the internet without the consent of the company. You shall not send out company's information to your private e-mail or to anyone else to whom it is not supposed to be sent in the ordinary course of business.

You are expected to follow the e-mail policy, password policy and other IT policies that are announced from time to time. You may contact the Manager-Information Security or the Head-IT for further information.

Data Integrity

Any data collected, collated and compiled for management information and consumption through the Management Information System (MIS) with or without the IT support is expected to be used in 'as is' form. Any wilful, act of editing, fudging or modifying data, leading to misinformation and misrepresentation of facts shall be a violation.

Company funds

Whenever company sanctions funds to you, either as travel advance, imprest cash, etc., you are required to maintain accurate account of every expense and submit reports on time. Any mis-appropriation, fudging and the like shall be viewed as a serious misconduct. Advances availed by you from the company shall be duly closed/returned in the manner and within the time prescribed.

Prohibition of Insider trading

Engaging in insider trading, such as using confidential and unpublished price sensitive information, that you may have access to, for buying and/or selling shares of the company or disclosing/transmitting such information to others, is strictly not permitted, as it destroys the trust that the company has built with all its stakeholders, investors, affiliated companies and business partners. Employees who wish to deal in the company's shares exceeding Rs. 5 lakhs in value (Market Price) are requested to contact Secretarial Department – vnv@scl.co.in, kss@scl.co.in to ascertain the applicability of Company's Code for Prevention of Insider Trading Regulations.

Use of Company Property

Depending on your grade and nature of job, company may provide its assets viz. mobile phones, laptops, vehicles, etc. These assets are to be used for the purpose/s for which they have been provided for. Holding and usage of each of these assets, shall be guided by the policy and guidelines specifically issued for the purpose. All such assets are subject to scrutiny by the respective departments/authority in the company, from time to time, without prior permission or intimation. Such assets are to be returned in proper condition, at the time of leaving the services. The cost of any damage to such property may be recovered from you, subject to normal wear and tear.

Damage to Property

You shall not wilfully/negligently damage or cause loss to any property or goods belonging to the company. You shall not lend company's property or goods entrusted to your charge, to any person, without the consent of the management. You are liable to pay/reimburse to the management the cost of any damage or loss. The management's assessment of such damage or loss shall be final and binding on you. This will not preclude the management's right to take any consequential action.

VI. EQUAL OPPORTUNITY AND FAIRNESS

Discrimination

TVSM provides equal opportunity and makes employment decisions based on merit and business needs. Company prohibits discrimination/favouritism of any kind, on the basis of gender, region, religion, race, caste, colour and abides by the laws of the country. As an employee of TVSM, you are required to maintain and fall in line with the above.

Sexual Harassment

Indulging in sexual harassment whether directly or by implication which includes such unwelcome behaviour or physical contact and advances, or a demand or request for sexual favours, sexually coloured remarks, display of pornographic material or any other verbal or non-verbal communication of sexual nature is strictly prohibited. This shall be guided by the sexual harassment policy of the company.

VII. DISCIPLINE AND MISCONDUCT

Towards maintaining a productive work environment, it is necessary to maintain discipline. As a responsible employee, you are expected to exhibit upright behaviour and not indulge in any kind of misconduct.

Without being exhaustive, certain acts of misconduct are listed below:

- Causing financial loss to the company by wilful or negligent act or omission
- Unauthorized possession of company's documents in any form, disclosing to any unauthorized person in any form, any information which is internal and/or confidential acquired in the course of employment
- Participating in Radio or TV Broadcast or Social media or keeping connections with the press on matters concerning the Company, except with the prior approval of the management
- Publication of information pertaining to the Company, which he/she gathers in his/her official capacity without the Management's prior permission
- Accepting bribe or illegal gratification, in any form, from anyone, in connection with the company's business
- Doing private or personal work during working hours with or without using tools, equipment or other assets of the company
- Sleeping while on duty
- Making vicious or frivolous statements against the company/management or any employee of the company, anywhere
- Wilful falsification, defacement, destruction or manipulation of any record or data of the company
- Misuse or abuse of any concession or benefit provided by the company

- Submitting false or fabricated bills, records or information
- Wilful insubordination
- Dereliction of assigned duties and responsibilities
- Theft, fraud or dishonesty within the company's premises or in respect of any of the company's business or property
- Entering company's premises and/or attending duty in an inebriated condition or under the influence of any substance
- Habitual absence/ Late coming
- Abusive and disorderly behaviour or acts subversive of discipline and efficiency
- Physical abuse and/or assault
- Any act involving moral turpitude

VIII. CONFLICT OF INTEREST

This code is aimed at promoting honest and ethical conduct, including the ethical handling of actual or potential conflicts of interest between personal and professional relationships. An actual or potential conflict of interest is an employee's personal involvement with a competitor, dealer, supplier, co-employee or any other person, which impairs his ability to exercise prudent judgment on behalf of the Company.

Accordingly, your decisions and actions as an employee of TVSM shall be directed towards the best interest of the company and shall not be biased with any personal considerations. As a diligent employee, you shall immediately and fully disclose to the HRD department, the relevant details and situations that is likely to lead to actual or potential conflict of interest. Needless to mention, any default amounts to non-adherence and violation of this code.

Double employment

As an employee of TVSM, you are prohibited from engaging directly or indirectly, in any other trade, business or undertaking. However in the overall interest of the society, this excludes any honorary work of social, charitable, literary and/or artistic nature not interfering with official duty.

Business interests

If you are considering an investment that will lead to acquiring or holding a controlling stake and holding of any directorship in any other company/s, you should disclose in advance and seek prior approval from HRD department.

If you have a relative working with company's competitor, the same has to be brought to the notice of HRD department, at the first instance. Wherein, 'relative' is as defined in the Annexure herein.

IX. WHISTLE BLOWING

You are expected to promptly report to the management when you become aware of any actual or possible violation of this code or an act of misconduct, misdemeanour or an act not in the company's interest. You may choose to make a protected disclosure to the management either by phone, mail or written report. An e-mail id has also been created for this purpose: ethics@tvsmotor.com. The company assures confidentiality and protection to the whistle blower and in furtherance, any attempts to intimidate the whistle blower would be treated as a violation of this code.

X. TERMINATION OF SERVICE

Both the management and the employee shall have the right to terminate the employment by giving each other three months' notice or such period as prescribed in the appointment order, in writing without assigning any reason. However, waiver of the notice period or accepting pay in lieu of notice period is solely at the discretion of the management. Pay in this context shall mean only basic pay and dearness allowance, which he/she was drawing at the time of leaving.

The management may at its discretion direct an employee to be examined by the Company Medical Officer. If such examination reveals that the employee is suffering from any disease or condition which is affecting or likely to affect the work performance, the management shall have the right to terminate the services of such an employee by giving three months' notice or pay in lieu of such notice.

While serving the period of notice, the employee shall continue to abide by this code and also the conditions specified in the letter of acceptance of resignation. The issuance of relieving order and service certificate shall be subject to such adherence and conduct of the employee.

XI. VIOLATIONS OF THE CODE

This Code of conduct shall complement and apply concurrent to the conditions of service as mentioned in your appointment letter/order and agreed by you. It is expected that you as a TVSM employee would adhere to and follow this code in all walks.

You would appreciate that no document can exhaustively cover all situations and full gamut of work life. Wherever the code is silent and non-suggestive, you need to apply the following principles while making decisions and taking actions:

- Be consistent with the company's values, objectives, policies and procedures as applicable from time to time
- While competing to win, be within the framework of integrity, transparency and law of the land
- Use common sense, be prudent and judicious

Further, as an employee, apart from using your ingenuity as above, you have the alternate option of escalating to the higher authority for assistance on any issue in the event of hitting a block, difficulty or ambiguity in arriving at a decision.

Any wilful disregard and/or non-adherence to this code shall be considered a violation or breach by the employee and the employee would be subject to appropriate action by the company.

XII. AMENDMENTS

The Company reserves the right to amend, alter or modify the terms of this Code of Conduct, at its sole discretion.

XIII. OVERRIDING EFFECT

This Code of Conduct shall prevail over the earlier Service conditions of employment.

[Reference: Clause VIII] [Business Interests]

Relations:

- | | |
|---------------------------------------|---------------------------------------|
| 1. Father (including Step-father) | 22. Sister (including Step-sister) |
| 2. Mother (including Step-mother) | 23. Sister's husband |
| 3. Son (including Step-son) | 24. Sister's son / daughter |
| 4. Son's wife | 25. Husband's father |
| 5. Daughter (including Step-daughter) | 26. Husband's mother |
| 6. Father's father | 27. Husband's sister |
| 7. Mother's father | 28. Wife's father |
| 8. Mother's mother | 29. Wife's mother |
| 9. Father's mother | 30. Wife's brother |
| 10. Son's son | 31. Wife's brother's wife |
| 11. Son's son's wife | 32. Wife's sister's husband |
| 12. Son's daughter | 33. Wife's sister |
| 13. Son's daughter's husband | 34. Father's sister |
| 14. Daughter's husband | 35. Father's brother |
| 15. Daughter's son | 36. Wife's brother's children |
| 16. Daughter's son's wife | 37. Wife's sister's children |
| 17. Daughter's daughter | 38. Mother's sister |
| 18. Daughter's daughter's husband | 39. Mother's brother |
| 19. Brother (including Step-brother) | 40. Husband & wife |
| 20. Brother's wife | 41. Members of Hindu undivided Family |
| 21. Brother's son / daughter | |

Date: 04/07/2018

From: Sourav Rakshit

To

The Management

TVS Motor Company Limited

Hosur

I have received a copy of "TVSM Code of Conduct"
applicable to me.

I have gone through the same and I accept in full,
terms and conditions contained therein.

Thanking you,

Yours faithfully,

Sourav Rakshit

Signature