

Code of Conduct for VECV

Policy on Code of Conduct

Why do we have a code ?

At VECV, we conduct our business with honesty, integrity and in compliance with all applicable legal and regulatory requirements. Keeping this in mind, the employee code of conduct has been formulated to lay down the fundamental standards to be followed by all VECV employees. The Code is what we stand for and what we expect from you.

Our Values :

The five core values that define the way we conduct our business activities are:

Respect: “In an enabling environment that recognizes, embraces and celebrates differences, at VECV respect to all our stakeholders is a central belief that makes us deliver on our promises and hold ourselves accountable to all commitments”

Fair and Ethical: “To build and sustain our reputation for the long term at VECV. We strive to conduct our business with integrity, treat everyone fairly and be reasonable and ethical in all our dealings”

Excellence: “Reflecting our power and heritage of delivering supreme quality and achieving ambitious goals at VECV. We constantly challenge ourselves to innovate for the future and strive uncompromisingly to develop new standards for meeting and exceeding customer expectations”

Customer – Centric: “The customer's point of view is central to our organizational process, and with a proactive focus on his / her changing needs, coupled with consistently excellent service, at VECV we aim to create a mutually beneficial long term relationship with our customers”

Passion: “At VECV we revel in our work and strongly believe in making a difference to our customers by walking the extra mile. This passion inspires us to demonstrate constant enthusiasm and unlimited drive to deliver beyond our stakeholders' expectations

If you are a manager – what should you do ?

Live our Values and the Code. Set an example by your own behavior. Make sure your team is familiar with the Code and how to use it. Encourage employees to talk to you if they have questions or concerns.

Does the code apply to everyone in VECV ?

Yes, the code applies to everyone in our company, our executive directors, officers, employees and those who work with us, as the context may require.

This Code sets out how we behave with:

- our employees, or those who work with us;
- our customers;
- our value-chain partners, including suppliers and service providers, distributors, sales representatives, contractors, channel partners, consultants, intermediaries and agents;
- our other business associates;
- our financial stakeholders;
- the governments of the countries in which we operate; and
- Our group companies.

How should I use the code?

Read it to understand what's expected of you. Then use it as a reference if you need guidance in a particular area.

You should also consult VECVs policies which are meant to supplement the Code and provide additional direction and details.

What if I don't find an answer in the code ?

The Code contains rules and principles for how we do business and deal with all our stakeholders. It can't, however, describe every real situation that might arise and sometimes the right answer is not obvious. If you're ever in doubt about a course of action, ask yourself:

- Is it against the law?
- Is it unethical?
- Could it damage VECVs reputation?
- Would I be embarrassed if the action/situation becomes public?

If yes, stop and consult your manager who can help you find a way to handle the situation. Our internal audit team can provide advice and guidance if the requirements of the Code are unclear in any respect.

What if there is a conflict between the code and the local law ?

We want to conduct all of our business in compliance with the Code. Nothing in this Code, however, should be understood as an instruction to break the law.

What do we do to earn our business fairly and lawfully?

1. Products and services

- We are committed to supplying products and services of world-class quality that meet all applicable standards.
- The products and services we offer shall comply with applicable laws, including product

packaging, labelling and after-sales service obligations.

- We shall market our products and services on their own merits and not make unfair or misleading statements about the products and services of our competitors.

2. Fair competition

- We support the development and operation of competitive open markets and the liberalisation of trade and investment in each country and market in which we operate.
- We shall not enter into any activity constituting anti-competitive behaviour such as abuse of market dominance, collusion, participation in cartels or inappropriate exchange of information with competitors.
- This includes exchange of information on future prices, sales, volumes, dealer discounts/margins, Price fixing-discounts/ profit margin/credit terms/changes , strategies, investment plans, customer information sharing, restriction or control of production or supply, bid rigging, resale price maintenance, warranty, after sales services and sale of spare parts, rebates and incentives, predatory pricing etc.
- We collect competitive information only in the normal course of business and obtain the same through legally permitted sources and means

3. Dealings with customers

- Our dealings with our customers shall be professional, fair and transparent.
- We respect our customers' right to privacy in relation to their personal data. We shall safeguard our customers' personal data, in accordance with applicable law.

4. Our Value Chain Partners

- We shall select our suppliers and service providers fairly and transparently.
- We seek to work with suppliers and service providers who can demonstrate that they share similar values. We expect them to adopt ethical standards comparable to our own.
- Our suppliers and service providers shall represent our company only with duly authorised written permission from our company. They are expected to abide by the Code in their interactions with, and on behalf of us, including respecting the confidentiality of information shared with them.
- We shall ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts and hospitality policy
- We respect our obligations on the use of third party intellectual property and data.

5. Our Stakeholders

- We are committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights.
- We shall inform our financial stakeholders about relevant aspects of our business in a fair,

accurate and timely manner and shall disclose such information in accordance with applicable law and agreements.

- We shall keep accurate records of our activities and shall adhere to disclosure standards in accordance with applicable law and industry standards.

6. Government engagement

- We engage with the government and regulators in a constructive manner in order to promote good governance. We conduct our interactions with them in a manner consistent with our Code.
- We do not impede, obstruct or improperly influence the conclusions of, or affect the integrity or availability of data or documents for any government review or investigation.

How can you as employees help us earn our business fairly and lawfully?

- Use only legitimate methods to gather information about competitors.
- Do not agree with a competitor on important issues like price fixing, market sharing, or customer allocation.
- Comply with VECV policies and processes if you participate in activities that involve contact with competitors, like trade association meetings, R&D consortia, or industry standardization activities. Obtain any required pre-approvals before attending.
- Do not, on your own, decide to exchange commercially sensitive information with competitors. This includes but not limited to prices, surcharges, costs, margins, or discounts, terms of sale or profitability, distribution, business plans, aftermarket strategies, market forecasts, or product development.
- Comply with all legal and regulatory requirements as well as internal standards, including those related to emissions, safety, hazardous materials or parts, and noise.
- If you design new products or change existing products, ensure they meet regulatory and legal standards at product introduction and for as long as required.
- Do not tamper with tests or test results.
- Don't take shortcuts or make decisions that compromise product compliance – regardless of the likelihood of detection by authorities or management.
- Present our products and services accurately. Ensure any statements are substantiated and don't provide misleading information, including about safety or environmental attributes.

What does our code of conduct for employees encompass?

1. Equal opportunity employer

- We provide equal opportunities to all our employees and to all eligible applicants for employment in our company. We do not unfairly discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.
- When recruiting, developing and promoting our employees, our decisions will be based solely on performance, merit, competence and potential.

- We shall have fair, transparent and clear employee policies which promote diversity and equality, in accordance with applicable law and other provisions of this Code. These policies shall provide for clear terms of employment, training, development and performance management.

For you this means:

- Do not practice discrimination; instead, evaluate candidates based on talent, skill, and experience.
- Speak up if you see discrimination, or believe you have been unfairly discriminated against.

2. Dignity and Respect

- Our leaders and employees shall be equally responsible for creating a conducive work environment built on tolerance, understanding, mutual cooperation and respect for individual privacy.
- Everyone in our work environment must be treated with dignity and respect. We do not tolerate any form of harassment, whether sexual, physical, verbal or psychological.
- We have clear and fair disciplinary procedures, which necessarily include an employee's right to be heard.
- We respect our employees' right to privacy. We have no concern with their conduct outside our work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects our reputation or business interests.

For you this means:

- Treat all individuals with respect .
- Never bully, intimidate or threaten another person.
- Avoid behaviour and/or language that someone else could reasonably find offensive or inappropriate
- Object to harassment or other inappropriate conduct, whether it is targeted at you or someone else
- Be completely aware about the Policy for Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace.

3. Safe and Healthy workplace

- We believe accidents, incidents, injuries, near misses, work-related illnesses, and unsafe conditions are often preventable.
- We will ensure our work environment meets applicable health and safety laws and requirements.

For you this means:

- Take responsibility for your own safety and the safety of others around you – correct or report hazards and address any unsafe behaviour.

- Know and follow all safety requirements, including the use of personal protective equipment. Never take shortcuts or ignore required safety practices.
- If you are a manager, ensure employees are properly trained and equipped for their jobs.
- Don't use or possess illegal drugs at work.
- Don't work while intoxicated or under the Influence of drugs or alcohol

4. Freedom of association

- We recognise that employees may be interested in joining associations or involving themselves in civic or public affairs in their personal capacities, provided such activities do not create an actual or potential conflict with the interests of our company.
- Our employees must notify and seek prior approval for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

For you this means:

- You are free to join associations or render services to the public as a whole provided there is no actual or potential conflict of interest.
- If you are a manager, do not interfere with employee's decisions related to associations he/she wants to be a part of, unless it results in conflict of interest.

5. Integrity of information and assets

- Our employees shall not make any wilful omissions or material misrepresentation that would compromise the integrity of our records, internal or external communications and reports, including the financial statements.
- Our employees shall seek proper authorisation prior to disclosing company or business-related information, and such disclosures shall be made in accordance with our company's media and communication policy. This includes disclosures through any forum or media, including through social media.
- Our employees shall ensure the integrity of personal data or information provided by them to our company. We shall safeguard the privacy of all such data or information given to us in accordance with applicable company policies or law.
- Our employees shall respect and protect all confidential information and intellectual property of our company.

For you this means:

- Be completely aware about the policy on information security and ensure adherence.
- Be cognizant of the sensitivity of the information that rests with you by virtue of the role you play.
- Promptly report any breach of information security, data leakage, data misuse, IPR violations, and unauthorised disclosures on social media etc. to your managers and/or internal audit team.
- Please remember that your obligation to protect confidential information may continue also after you have left the company

- Never post company confidential information on social media. Do not discuss confidential information in public places or leave confidential material unattended, even in the office
- Make sure you are authorized and have a proper business purpose before disclosing confidential information to anyone outside the company.
- If you have access to any confidential information or intellectual property, handle it properly, safe- guard it from inappropriate disclosure, and use it only in ways that are permitted. If the information belongs to a third party, follow any agreements with that party, including on use or disclosure.

6. Insider trading

VECV being a subsidiary of Eicher Motors Ltd, the Code of Conduct on Insider Trading of EML is applicable to all VECV employees. Code of Conduct under SEBI (LODR) Regulations, 2015 is applicable to all the Board of Directors and Senior Management at General Manager or above levels. Our employees including directors must not indulge in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about our company, our group companies, our clients and our suppliers.

For you this means:

- Never share or circulate Unpublished Price Sensitive Information (UPSI), norms to buy / sell securities / disclosures by 'employees', directors, closure of trading window, trading after approval, trading in shares/derivative transactions and disclosures
- Report any violation of the clause to your manager or to the internal audit team.
- Don't recommend or induce anyone else to engage in insider dealing.
- Follow our procedures on internal reporting of inside information as well as notification of unintentional disclosure.
- Don't use inside information by buying or selling, for your own account or for the account of a third party, directly or indirectly, EML shares or related securities (insider dealing).

7. Anti-Corruption including gifts & entertainment

- VECV is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. VECV aims to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforces its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.
- A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.
- A bribe may be anything of value and not just money- gifts, inside information, sexual or other favours, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution,

abuse of function and - can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

For you this means

- Understand VECV's rules on gifts and entertainment and have a legitimate business reason for anything you offer.
- Don't give or accept bribes or anything that could be considered a bribe, including cash, gift cards or other cash equivalents, job opportunities, favours, travel, promises to pay debts, or unlawful gifts and entertainment.
- Do not use business partners or other third parties to pay bribes.
- Know what's allowed if you work with government officials, recognizing that the rules are typically very strict.
- Accurately record all payments and transactions in VECV's books and records.
- Conduct any required anti-corruption due diligence when hiring or managing third party intermediaries.
- Never accept anything from a supplier, business partner, or anyone else if it might affect or appear to affect your ability to be objective in your business decisions.
- If a supplier or business partner offers you inappropriate gifts and entertainment, please raise the issue with your manager

8. Conflicts of interest

Our employees shall always act in the interest of our company and ensure that any business or personal association including close personal relationships which they may have, does not create a conflict of interest with their roles and duties in our company or the operations of our company. Further, our employees and executive directors shall not engage in any business, relationship or activity, which might conflict with the interest of our company or our group companies.

A conflict of interest, actual or potential, may arise where, directly or indirectly in the following situations:

- An employee of VECV engages in a business, relationship or activity with anyone who is party to a transaction with his / her company.
- An employee is in a position to derive an improper benefit, personally or to any of his / her relatives/friends/acquaintances, by making or influencing decisions relating to any transaction.
- An independent judgment of the company's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest shall include the following:

- Taking up an employment or running or having an interest in any other business/profession while in the full time employment of the company
- Employment of relatives (list enclosed as Annexure - I) in VECV. In case any employee is planning to get married to any other employee within company then disclosure needs to be made to HR so that suitable changes are made in the structure to avoid any conflict of interest. In the event that such transfer or change in reporting structure is not possible,

then one of them will be required to relinquish from the services of the company before getting married.

- Consensual sexual/romantic relationships between employees working in the same department are discouraged. In such cases employees are required to make disclosures to the management team through HR.
- Participating in processing/ decision making of transactions in which relatives (list enclosed as Annexure – I) of the employee are interested in any capacity including as a competitor, supplier, customer or distributor of, or has other business dealings with, our company.
- Ex-employees and those associated with the company in the capacity of consultants/retainers will not have any business relationship with the company for at least 2 years after leaving the services of the company.
- Should any actual or potential conflicts of interest arise, the concerned person must immediately report such conflicts and seek approvals as required by applicable law and company policy. The competent authority shall revert to the employee within a reasonable time as defined in our company's policy, so as to enable the concerned employee to take necessary action as advised to resolve or avoid the conflict in an expeditious manner.
- In the case of all employees other than executive directors, the Chief Executive Officer / Managing Director shall be the competent authority, who in turn shall report such cases to the Board of Directors on a quarterly basis. In case of the Chief Executive Officer / Managing Director and executive directors, the Board of Directors of our company shall be the competent authority.
- Notwithstanding such or any other instance of conflict of interest that exists due to historical reasons, adequate and full disclosure by interested employees shall be made to our company's management. At the time of appointment in our company, our employees and executive directors shall make full disclosure to the competent authority, of any interest leading to an actual or potential conflict that such persons or their immediate family (including parents, siblings, spouse, partner, children) or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm
- If there is a failure to make the required disclosure and our management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee or executive director, our management shall take a serious view of the matter and consider suitable disciplinary action as per the terms of employment. In all such matters, we shall follow clear and fair disciplinary procedures, respecting the employee's right to be heard.

For you this means

- Understand how to recognize conflicts of interest. If you face a conflict, disclose it to your manager/HR and work with the company to resolve the issue.
- Make business decisions in the company's interests, and not to benefit yourself or your family. Potential conflicts that require disclosure can include:
 - A close relationship with someone you supervise or might hire
 - Running a side business that does business with VECV
 - Taking a side job with a supplier, other business partner, or competition
 - If a family member takes a job with a current or potential customer, supplier or competitor, especially if in a key decision making role

- If you or a family member holds a significant financial investment in a current or potential customer, supplier, or competitor
- Do not, on your own, arrange personal transactions with suppliers or customers on terms that are not available to the public, such as special pricing, financing, or discounts.
- Do not indulge in any financial transactions with fellow employees.

9. Physical & Financial Assets

VECV's assets, including financial assets, physical property, and company devices, systems, and networks, are critical to our ongoing productivity and business success. We must use these assets responsibly and protect them from theft, carelessness, and waste, whether that means protecting access to company buildings, equipment, and tools or using good judgment when spending company funds

For you this means

- Don't use company assets, like equipment or funds, to personally benefit yourself or someone else.
- Comply with local expense report procedures and instructions, and do not claim private expenses as business expenses.
- Report any theft or misuse of company inventory, cash, equipment, supplies, or other assets.

How to raise concerns?

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Avenues available for raising concerns or queries or reporting cases could include:

- Immediate line manager or the Human Resources department of our company
- Email to wbc@vecv.in
- Write to the Head of Internal Audit, Plot No. 96, VE Commercial Vehicles Ltd., Sector 32 , Gurgaon -122 001

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Human Resources department or the MD/CEO of the organization.

Annexure 1

List of relatives

1. Father
2. Mother
3. Son (including step son)
4. Son's wife
5. Daughter (including step daughter)
6. Father's father
7. Father's mother
8. Mother's father
9. Mother's mothers' father
10. Son's son
11. Son's son's wife
12. Son's daughter
13. Son's daughter's husband
14. Daughter's son
15. Daughter's husband
16. Daughter's son's wife
17. Daughter's daughter
18. Daughter's daughter's husband
19. Brother (including step brother)
20. Brother's wife
21. Sister (including step sister)
22. Sister's husband
23. Husband's father
24. Husband's mother
25. Husband's sister
26. Wife's mother
27. Wife's father
28. Wife's brother
29. Wife's sister
30. Wife's sister's husband
31. Father's brother
32. Father's sister
33. Mother's brother
34. Mother's sister
35. Father's brother's wife
36. Father's sister's husband
37. Mother's sister's husband
38. Mother's brother's wife
39. Brother's son
40. Brother's son's wife
41. Brother's daughter
42. Sister's son
43. Sister's daughter
44. Father's brother's son
45. Father's brother's daughter
46. Father's sister's son
47. Father's sister's daughter
48. Mother's brother's son
49. Mother's brother's daughter
50. Wife's brother's wife
51. Brother's daughter's husband
52. Sister's son's wife
53. Sister's daughter's husband
54. Mother's sister's son
55. Mother's sister's daughter
56. Husband's brother
57. Spouse