



WHEELS INDIA LIMITED

CODE OF CONDUCT

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FOREWARD

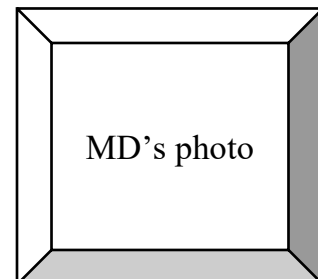
The TVS Group's reputation for honest and reliable business conduct is one of its greatest assets. Built by many people over many years, the group has a strong legacy of accountability, integrity and transparency. Its commitment to competitive excellence is combined with total, uncompromising integrity. Today, this legacy is the bedrock on which we base our individual, as well as leadership commitments to core TVS values.

This Code of Conduct guides our actions and decisions as individuals and as a company. I expect each of us to personally commit to doing what is right, regardless of the impact on a specific transaction or short-term working relationship. The Code itself cannot address every possible situation. We expect all employees to exercise good judgment, using the Code as a primary resource to better understand our principles of ethical behavior, and to seek help when unsure of the right course of action. Above all, each of us, regardless of level, are obligated to put the interests of our company, clients and shareholders above any personal interest.

I strongly urge all employees to read this thoroughly, even those who have been employed here for many years because our Code of Conduct has been revised to anticipate many new situations where employees may have questions about the right way to proceed. It's important that we raise our concerns whenever we spot a violation of the Code, as the responsibility of upholding the Code lies with us. If you notice a violation, please do reach out to your Head of the Department/ Head of HR.

I trust every employee in the organization will continue to not only comply with the laws and regulations that govern our business interests, but will continue to set new standards of ethical conduct that will generate deep respect and inspire emulation by others.

Srivats Ram
Managing Director
Wheels India Limited.
April 2021



Preamble

The WIL Code of Conduct has been created to clearly articulate the expectations of the Company from the employees with respect to the manner in which each and every one should conduct oneself while dealing with various stakeholders of the Company internally and externally as well as the society at large

The objective of this Code is to ensure that every employee in Wheels India is aware of acceptable conduct and ethical behavior at the workplace.

Applicability

Our Code of Conduct applies to all permanent and temporary employees of Wheels India. This Code of Conduct will act as a guide for the conduct expected of you while you are working at WIL

Our Core Values

Our values will form the basis of our attitudes and behaviour. All employees are expected to conform to the core values and code of conduct in dealing with customers, suppliers, employees, banks, shareholders and other stake holders of the Company. We expect all our employees to conduct their business dealings honestly, openly, fairly, diligently and courteously and in a manner that enhances the image of the Group/ Company.

The core values that underpin the way we conduct our business activities are treating every individual with due respect, conducting in a righteous manner, upholding honesty and integrity at all times and keeping Company's interest above his personal interest at all times, creating a sense of common purpose and take responsibility for the tasks assigned, resolve problems and demonstrate perseverance to improve performance. Set high standards of quality in all the transactions we do and take utmost care to adopt measures necessary to ensure the best possible protection against health and safety risks in the workplace

The Company subscribes to the following:

- To achieve and maintain a reasonable level of growth and profitability and to adequately reward the stake holders.
- To give our customers excellent value for their money through supply of quality products at competitive price, backed by good customer service.
- To provide opportunity to its employees for growth in terms of remuneration as well as skill endowment and a satisfying working environment.

- To be proactive in the activities of community around us.

Discrimination

Wheels India is committed to creating a workplace that values and respects people from diverse backgrounds and enables each of us to do our best work. The Company will not practice nor support conscious discrimination in any form.

Equal Opportunity Employer

- Wheels India provides equal opportunity to its employees and all qualified applicants for employment, without regard to their religion, race, caste, color, marital status, sex, age etc., and decisions are based solely on merit
- Employees in Wheels India are treated with dignity and respect in accordance with the company's policy to maintain a work environment free from discrimination and abusive behavior, including gender based ones, in any form or manner whatsoever
- Wheels India has adopted the Confederation of Indian Industry's (CII) Code of Conduct for Affirmative Action. Accordingly, we encourage candidates belonging to Scheduled Caste and Scheduled Tribe to apply and provide them equal opportunity either for employment and / or for institutional training as part of their educational curriculum

Human rights

- Child labor is not allowed in WIL
- Minimum age for recruitment: Candidates should have completed 18 years of age as on the date of application
- We shall not use forced labor in any form
- We shall not confiscate personal documents of our employees, or force them to make any payment to WIL or to anyone else in order to secure employment with WIL

Workplace harassment

We are committed to fostering a professional work environment in which everyone is treated fairly and impartially. Harassment is any conduct that threatens, intimidates, or coerces another person. Harassment can be sexual or non-sexual in nature.

Common examples include:

- Verbal actions such as threats, epithets, slurs, derogatory comments, negative stereotyping, or offensive jokes.

- Non-verbal actions such as gestures that ridicule, insult, belittle, or show hostility to an individual or a group.
- Distributing or displaying derogatory posters, photographs, cartoons, drawings, or written material.
- Unwelcome sexual advances, requests for sexual favors, or visual, verbal, or physical conduct of a sexual nature where submission is a condition of employment or used as the basis for employment decisions.

Regardless of whether harassment is committed by a colleague, a manager, or a customer or other non- associate, it is never tolerated in Wheels India. If you have been the target of harassment, or if you know of a situation involving another person, you should report it immediately to Corporate HR Head. The person giving information to the management will be protected from retaliation.

Workplace abuse / Violence

Consumption of drugs and/or alcohol (on or off the duty) can take its toll in the workplace and therefore prohibited. Smoking is prohibited in the company premises. Weapons (including personal defense items such as pepper spray) and explosives are absolutely prohibited from all Company property, including vehicles.

Workplace Environment & Safety

We are committed to ensuring quality, safety (including occupational health and environment) through risks and opportunities assessment and appropriate actions, considering the needs of all stake holders.

We strive to:

- Carryout continual improvements in product/ process technology and work environment to offer better value added products.
- Comply with all applicable obligations, legal and other requirements
- Conserve natural resources
- Prevent environmental pollution by reducing negative impact, recycling, reuse and replacement.
- Eliminate hazards and reduce occupational health and safety risks.
- Prevent injury and ill health through total employee involvement
- Consult and participate in workers' representations to improve occupational health and safety performance

Honesty & integrity

Wheels India believes in doing business with honesty & integrity and not through corrupt practices. This applies to Wheels India employees also and also to any agent or contractor acting on Company's behalf.

Anti – Fraud

We must never engage in any activity that is intended to defraud anyone of money, property or services. Every employee shall be responsible for all Company funds over which he or she exercises control. Company funds must be used judiciously and only for business purposes, ensuring that the Company receives good value for the funds thus spent, with accurate and timely record-keeping.

Gifts / Donations

Employees shall avoid soliciting gifts, services, money or honorarium from customers, suppliers, contractors and other employees. Receiving gifts of any material value for personal gains has to be avoided. WIL and its employees shall neither receive nor offer, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended to obtain uncompetitive favours for the conduct of its business in violation of or ethical standards, such that public disclosure could embarrass the Company or oneself. Employees are not permitted to engage Contractors / Agencies that are providing services to WIL for their private purpose.

Workplace Behavior

Maintain discipline, good attendance and punctuality while on duty and in attending meetings & appointments within the Company or with any outsiders. Courtesy demands that if an employee is unable to attend a meeting / appointment or if he / she is delayed for such meetings / appointments for any valid reason, he / she inform the convener of the meeting in advance.

Travel & Entertainment Expenses

Employees shall refer to the Travel policy and comply with the guidelines and process. Employees shall undertake on duty travel only with prior approval of the management / HOD and shall settle travel expenses bills promptly with 24 hours of his / her return. Mode of travel should be strictly as per the eligibility for each category of employees.

Regulatory Compliance

Employees of WIL, in their business conduct, shall comply with applicable laws and regulations of the territories in which they operate. All required information shall be made accessible to the Company's auditors and other authorized persons and Government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the Law.

Concurrent employment

No employee of WIL shall, without the requisite, official written approval of the Company, accept either full time or part time employment or a position of responsibility with any other company or agency. Outside the scope of official duties, no WIL employee shall provide freelance services to anyone, with or without remuneration.

Confidential Information

Employees of WIL are expected not to disclose any “Confidential Information” either during the employment with WIL or up to a minimum of three years after leaving the Company.

‘Confidential Information’ is defined here under:

- All information and documents in any form, including but not limited to, reports, contracts, technical data, marketing details, drawings, financial information, business activities (past, present and future), knowhow, capabilities, pricing, costs, suppliers, customers, security arrangements, administrative or organizational matters etc. which employees have access to as part of WIL.
- Any other information which may come to the knowledge of an employee directly or indirectly during the course of dispensing his/her duties as part of WIL.

Under no circumstances shall any such “Confidential Information” be transferred to any person/ party outside WIL by any employee in the course of normal operations, without express guidelines from or, the approval of the management.

Disclosure of “Confidential Information” may lead to severe consequences including of termination from service if warranted.

Conflict of Interest

The term “conflict of interest” describes any circumstances that could cast doubt on our ability to act with total objectivity with regard to the Group's/ Company's interests.

- No employee will be involved in any arrangement or circumstances, including family or other personal relationships, which might discourage him/her from acting in the best interest of the Group/Company.
- An employee should not be the final decision maker for any business contract or arrangement with any organization wherein his/her relatives/close friends are employed in key positions. In the event an employee finds himself / herself in a position of having to decide on such a contract or arrangement, he/she should refrain from taking such a decision and refer the matter to Corporate HR Head, clearly informing his/her relationship with key personnel in the concerned organization.
- Employees should not engage another employee or a contractor or vendor engaged by the company for his personal use or gains.

Fair Handling of Competition

- WIL employees shall market the Company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services.
- Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

Intellectual Property of Others

The policy of Wheels India is to respect the intellectual property rights of third parties. Employees shall not use, reproduce, distribute, or alter trademarks, copyrighted materials, domain names, patents, web sites, or other intellectual property without the permission of the owner.

Only software that have been properly licensed by our Company shall be used. Using unlicensed software could constitute copyright infringement.

Data Authenticity

Every employee of WIL shall ensure at all times, that the data or information furnished by him/her to the Company is true and authentic to the best of his/her knowledge.

He/She shall not access/alter/delete any information from electronic/physical files that are not related to one's job, even there is access. Any such action shall be performed with prior approval only.

Media Interactions

WIL employees should refrain from interaction/communication with the print and electronic media on matters which are likely to have an impact on the image of the Company or the Group as a whole. Interaction with media or Press requires specific approval of MD.

Usage of electronic resources

- WIL management reserves the right to access and monitor all messages and files on its system, including information regarding employee internet use, as and when deemed necessary and appropriate.
- Electronic resources shall be used in an effective, ethical and lawful manner. Users who receive or notice obscene or inappropriate messages are needed to report the same immediately to their Functional Heads or the Human Resources Department.
- Avoid use of Company resources / facilities such as PCs / internet facility, office telephone, vehicles, employees (including temporary / contract) etc. for personal use. They shall be responsible for maintaining them properly and returning them on cessation of employment.