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**CODE OF BUSINESS CONDUCT AND ETHICS**

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(As approved by the Board of Directors on 16<sup>th</sup> December 2005 and amended by the board on 23<sup>rd</sup> September 2014)

## **PHILOSOPHY OF CODE OF GOVERNANCE**

TVS MOTOR COMPANY LIMITED (TVSM), in line with TVS Group philosophy, truly believes in independence, responsibility, transparency, professionalism, accountability and code of ethics, which are the basic tenets of corporate governance.

TVSM always seeks to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices. TVSM has always focused on corporate governance as a means to maximize long-term stakeholders' value through disciplined and sustained growth and value creation.

## **CODE**

This code of business conduct and ethics helps to ensure compliance with legal requirements and standards of business conduct.

The board of directors (the board) has adopted a code of business conduct and ethics (the code) for all board members and senior management personnel viz., all members of management one level below executive directors, including all functional heads.

Every board member and senior management personnel is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities.

## **COMPLIANCE OFFICER**

Company secretary is the compliance officer for the purpose of this code. The compliance officer shall refer to the chairman of the board any complaint received for necessary action.

## **HONESTY, INTEGRITY & PROFESSIONAL CONDUCT**

All board members and senior management personnel shall:

- conduct their activities, on behalf of TVSM and on their personal behalf, with honesty, integrity and fairness and uphold ethical standards of integrity and probity;
- act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated and objectively and constructively, while exercising his / her duties ;

# TVS MOTOR COMPANY LIMITED **TVS**

- act in the best interest of TVSM, its various stakeholders including TVSM shareholders and fulfill the fiduciary obligations and exercise his responsibilities in a *bona fide* manner in the interests of TVSM;
- devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;
- Not engage in conduct that is likely to bring discredit upon TVSM;
- not use his position to the detriment of TVSM or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- not allow any extraneous considerations that will vitiate his exercise of objective judgments in the paramount interest of TVSM as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- Comply with every provision of this Code and assist TVSM in implementing the best corporate governance practices.

## **DUTIES**

All directors and senior management personnel shall -

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the activities;
- seek appropriate clarification or amplification of information and whenever necessary take and follow appropriate professional advice and opinion of outside experts;
- strive to attend all meetings of the Board and of the Board committees of which he / she is a member;
- participate constructively and actively in all the meetings of the committees of the Board in which they are chairpersons or members;
- strive to attend all general meetings of TVSM as a member of the Board;
- where they have any concerns of any action or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about TVSM and the external environment in which it operates;

- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving any related party transactions and assure themselves that the same are in the interest of TVSM;
- report concerns about unethical behaviour, actual or suspected fraud or violation of this Policy;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## **CONFLICT OF INTEREST**

All board members and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of TVSM or the group companies. Conflict of interest may not always be clear-cut.

Any question therefore about a board member's or senior management personnel's actual or potential conflict of interest with TVSM should be brought promptly to the attention of the Chairman of the board who will review the question and determine a proper course of action including whether consideration or action by the full board is necessary.

Directors or senior management personnel involved in any conflict or potential conflict situations shall exclude themselves from any discussion or decision relating thereto.

## **FAIR DEALING**

All board members and senior management personnel should deal fairly with TVSM's customers, suppliers, competitors, officers and employees.

No board member or senior management personnel may take unfair advantage of TVSM's customers, suppliers, competitors or employees through manipulating, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Gift or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be accepted or extended.

## **CORPORATE OPPORTUNITIES**

All board members and senior management personnel shall not exploit for their own personal gain opportunities that are discovered through the use of TVSM property, information or position unless the opportunity is disclosed fully in writing to the board and the board gives its approval to pursue such opportunity.

## **CONFIDENTIAL INFORMATION**

All board members and senior management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in office of TVSM and they may also ensure security of information of TVSM.

They will also ensure that the interests of any employee who uses the vigil mechanism to report genuine concerns about unethical behavior, are not prejudicially affected on account of such use and shall maintain confidentiality of all matters under this Policy.

## **CONFIDENTIAL INFORMATION OF OTHERS**

TVSM is required to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information.

All board members and senior management personnel shall not attempt to obtain a competitor's confidential information by improper means.

## **PROTECTION OF ASSETS**

The board and senior management personnel shall endeavour their best to protect TVSM's assets and shall not use the same for personal benefit, unless approved by the board.

## **SEXUAL HARASSMENT**

The board and senior management personnel shall not indulge 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.

## **REGULATIONS**

All board members and senior management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under take-over and insider trading regulations and shall report actual non-compliances, if any, of law, this code, or other TVSM policies or procedures to the board.

As a public company, it is of critical importance that TVSM's filings with the Securities and Exchange Board of India, the Reserve Bank of India and/or the concerned stock exchange (s) on which the securities of TVSM are or may be listed be full, fair, accurate, timely and understandable.

All board members and senior management personnel may be requested to provide information necessary to ensure that TVSM's published reports meet these requirements.

TVSM expects all board members and senior management personnel to provide prompt and accurate answer to enquiries relating to its public disclosure requirements.

## **WAIVER**

Waiver of this code in any respect or respects may be made only by the board and will be publicly disclosed if required by any applicable laws or regulation. As a general policy, the board will not grant waivers to the Code.

Having regard to the business practices, or the legal and regulatory framework applicable, the board will review, revise or update the code, as it deems appropriate.

## **AFFIRM COMPLIANCE**

All board members and senior management personnel shall affirm compliance with the code on an annual basis.

**FORM OF ANNUAL DECLARATION BY  
BOARD OF DIRECTORS  
ON COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND  
ETHICS OF THE COMPANY**

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The Compliance Officer  
TVS Motor Company Limited  
"Jayalakshmi Estates"  
No.29 Haddows Road  
Chennai 600 006

Sir,

I, ..... (here mention the name  
and designation) of TVS Motor Company Limited, solemnly and sincerely affirm that I  
have adhered to the provisions of Code of Business Conduct and Ethics of the  
Company for the financial year ended 31<sup>st</sup> March \_\_\_\_\_.

Thanks,

**Signature** : .....

**Designation** : .....

**Name** : .....

**Date** : .....

**FORM OF ANNUAL DECLARATION BY  
SENIOR MANAGEMENT PERSONNEL  
ON COMPLIANCE WITH CODE OF BUSINESS CONDUCT  
AND ETHICS OF THE COMPANY**

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The Chairman & Managing Director  
TVS Motor Company Limited  
"Jayalakshmi Estates"  
No.29 Haddows Road  
Chennai 600 006

Sir,

I,..... (here mention the name and designation) of TVS Motor Company Limited, solemnly and sincerely affirm that I have adhered to the provisions of Code of Business Conduct and Ethics of the Company for the financial year ended 31<sup>st</sup> March .....

Thanks,

**Signature** : .....

**Name** : .....

**Designation** : .....

**Date** : .....



**DECLARATION BY SENIOR MANAGEMENT PERSONNEL  
IN TERMS OF CLAUSE 49(II)(E)(2) OF THE LISTING AGREEMENT  
WITH THE STOCK EXCHANGES BY THE COMPANY**

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The Board of Directors  
TVS Motor Company Limited  
"Jayalakshmi Estates"  
No.29 Haddows Road  
Chennai 600 006

Sir

In terms of the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges regarding the Corporate Governance, I wish to affirm that:

- I do not have any material financial and commercial transactions with the company, where my personal interest potentially conflicts with the interests of the company at large.
- I also affirm that I do not hold any shares / I hold.....shares of the company as on 31<sup>st</sup> March \_\_\_\_\_, .in my name or through my dependents
- I further affirm that I have not traded in the shares of the company for the financial year ended 31<sup>st</sup> March \_\_\_\_\_

OR

- I confirm that I purchased / sold ..... no. of shares in the company during the financial year ended 31<sup>st</sup> March \_\_\_\_\_, but I confirm that these shares were never traded by me when the CLOSURE OF TRADING WINDOW was announced by the company under the SEBI (Insider Trading) Regulations.
- I also affirm that I do not have any commercial dealing with any body corporate in which the management and their relatives hold shares.

Thanks,

**Signature** : .....

**Name** : .....

**Designation** : .....

**Date** : .....