

*Eicher Motors Limited*

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Code of Conduct

The Code of Conduct (“the Code”) is applicable to (“the Company”) subsidiaries and associates (collectively “the Group”), its employees and contractors.

**It is expected that all concerned would:**

- dedicate sufficient time, energy and attention to the Group to ensure diligent performance of their duties and in exercising their powers and discharging obligations;
- act honestly and use their powers of office, in good faith and in the best interests of the Group as a whole and fulfill their fiduciary obligations to the Company;
- enhance shareholders value and comply with all applicable regulations and laws that govern the Group’s business;
- protect confidential information<sup>1</sup> and intellectual property of the Group, its subsidiaries, associates, vendors and other counterparties and ensure proper use of such information only for the purpose the information is provided for;
- disclose potential conflicts of interest<sup>2</sup> that they may have regarding any matter and comply with applicable laws and guidelines, if applicable;
- not engage in conduct likely to bring discredit upon Group;
- ensure adequacy of systems and controls to protect Group’s assets and property and ensure its efficient use for business purposes;
- ensure that use of ‘Eicher’ brand and logo shall be governed by Eicher brand guidelines;
- report the suspected violations of this Code to the Chairman of the Board of the Company;
- not accept gifts or favours from or deal in any way with, persons or firms who deal with the Group;
- commit to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.
- abide by all applicable anti-bribery and corruption laws in every sphere in which it does business, so as to comply with the requirements preventing improper payments under all applicable anti-bribery and corruption laws.
- not undertake any political contributions to political parties, organizations or individuals engaged in politics.
- any charitable donation made on behalf of the company would be considered appropriate if it is permissible under the applicable local laws and regulations, is made for a philanthropic cause and not for obtaining any business advantage and made only post receiving a written approval from

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<sup>1</sup> promptly report the loss, theft or destruction of any confidential information or intellectual property and data of our company or that of any third party.

<sup>2</sup> Conflict of Interest could be any known activity, transaction, relationship or service engaged in by an employee, his/her immediate family (including parents, siblings, spouse, partner, and children), relatives or a close personal relationship, which may cause concern (based upon an objective determination) that the employee could not or might not be able to fairly perform his/her duties to the Company.

board of the company. Any such donations made towards charitable causes should be accurately recorded in company's book of accounts.

- commit to not engage in any anti-trust and anti-competitive practices and abide by all applicable competition laws wherever we operate. We are committed to prevent any improper practices that may limit competition through illegal and unfair means. These practices may include (but not restricted to) engaging with competitors for price fixing, market sharing, or customer allocation, exchange of commercially sensitive information with competitors, making misleading statements about our competitors or seeking information about them through any illegal or unethical means. We believe in free and open competition and would not engage in any such misconduct that brings discredit upon the Group.
- affirm the compliance with the code to the Human Resource Department on such interval as may be required;
- comply with all the applicable laws, regulations, Company's policies including Company's Code of Conduct on (prevention of) Insider Trading.