

Eicher Motors Limited

Eicher Code of Conduct – Directors & Senior Management

The Board of Directors (“Board”) of Eicher Motors Limited (“the Company”) and the senior management of the Company, its subsidiaries and associates (“the Group”) subscribe to this “Eicher Code of Conduct”. Senior management shall mean the Chief Executive Officer of the Company, Managing Director, Whole Time Director, CxO’s [functional heads] and the Company Secretary and the Chief Financial Officer.

It is expected that all concerned would:

- dedicate sufficient time, energy and attention to the Group to ensure diligent performance of their duties of office and in exercising their powers attached to that office;
- 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 Company’s shareholders;
- enhance shareholders value and comply with all applicable regulations and laws that govern the Group’s business;
- protect confidential information regarding 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 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 (s) owned by Eicher Goodearth Private Limited (EGPL) and the Company shall be governed by Eicher brand manual, code and agreements entered / to be entered between EGPL and the Company or its subsidiaries and as modified from time to time;
- report the suspected violations of this Code to the Chairman of the Board of the Company;
- not accept gifts from persons or firms who deal with the Group where the gift is being made in order to influence the directors / senior management actions or decisions, or where acceptance of gifts could create the appearance of a conflict of interest;
- 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.
- affirm the compliance with the code on annual basis to the Company Secretary of the Company;
- comply with all the applicable laws, regulations, Company’s policies including Company’s Code of Conduct on (prevention of) Insider Trading.

Additionally, Independent Directors of the Company shall comply with the Code of Conduct for Independent Directors as set out in Schedule IV of the Companies Act 2013, as amended from time to time.