

TVS SRICHAKRA LIMITED
CIN : L25111TN1982PLC009414

Regd. Office : TVS Building, 7-B West Veli Street, Madurai 625 001

Website : www.tvstyres.com

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CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

Each Director and Senior Executive of the Company declares that he would

1. Act with honesty, integrity and fairness in the interest of the stakeholders of the Company.
2. Take utmost care and due diligence in the performance of their duties of his office and in exercise of the powers attached to his office.
3. Recognise that confidential information received in the course of exercise of his duties is not disclosed to anyone, unless such disclosure is authorized by the Company.
4. Not allow his personal interests or the interests of any associated person, to conflict with the interests of the Company.
5. Not conduct himself in a manner which is likely to bring discredit to the Company
6. Not make any improper use of the information obtained in the course of exercise of discharge of his duties with the Company.
7. Be independent in judgement and actions.
8. Take all reasonable steps to protect the assets of the Company and ensure their efficient use for legitimate purposes of the business and
9. Recognise his obligation, at all times, to comply with the spirit and letter of law and with the principles of this Code.

Duties of Independent Directors

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company 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;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.