



V.S.T. TILLERS TRACTORS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board has laid down a code of conduct for Directors and members of senior management for promoting sound corporate practices and ethical conduct on the part of all concerned.

PREAMBLE

This code of conduct (“**Code**”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of the Company.

The Company’s reputation depends on the conduct of its Directors and senior executives who must maintain the highest ethical standards. This Code lays down guidelines for behaviour and helps to maintain a corporate culture that promotes the highest standard of ethical conduct on the part of the Company and its leaders and helps to achieve performance goals with sincerity. An effective Code of Conduct must require that every member of the Board and senior managerial personnel exhibit the highest standards of professionalism, honesty and integrity alongwith impartiality, fairness and equity.

Pursuant to Clause 49 of the Listing Agreement, the Code has been designed to put values into practice. This Code isn’t a mere set of rules for specific circumstances, the principles prescribed in this Code are general in nature and lay down broad standards of compliance to Clause 49 of the Listing Agreement with the Stock Exchanges, where the shares of the Company are listed for trading. The Directors and senior management executives of the Company should make an effort to study these principles and do their best to apply them to any and all circumstances which may arise. The core message is simple i.e. striving towards the highest possible standard of ethical business conduct. This Code is in alignment with Company’s vision and values to achieve the mission and objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

1. APPLICABILITY:

This code applies to:

- i. Directors of the Company.
- ii. Members of Senior Management of the Company (which means personnel of the Company who are members of its core management team, excluding the Board of Directors, which normally comprises all members of management one level below the executive directors including the functional heads) who have the opportunity to materially influence the integrity, strategy and operations of the business and financial performance of the Company.

This code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial & Superintending Staff of the Company.

2. PURPOSE

The Code reflects the Company's underlying ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit for excellence. The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the management by the stakeholders. Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

3. REQUIREMENTS

The Directors and Senior Management shall act within the authority conferred upon them in the best interests of the Company.

3.1 Honest and Ethical Conduct

Every person governed by the Code must endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors, employees and stakeholders. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. The Directors and Senior Management employees shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders and the community.

All the Directors and Senior Management employees must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. Honest conduct, is conduct that is free from fraud or deception and ethical conduct, is conduct in conformance with accepted professional standards of conduct and compliance with all applicable laws. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

3.2 Conflict of Interest or Duty

The decisions and actions in the course of employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. The Directors and Senior Management employees must use their prudent judgement and shall exercise their duties with due and reasonable care, to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company. Although this duty does not prevent Directors and Senior Management employees from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur or their ability to exercise independent judgment in the Company's best interest is compromised.

Each Director and Senior Management employee must fully and frankly inform the Company of any personal or external business interest that may lead to an actual or potential conflict of interest or duty or a reasonable perception of an actual or a potential conflict of interest of duty and obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or

duty. Each Director must not participate when the Board considers any matter in which the Director has or may have a conflict of interest or duty and such director must comply with the Companies Act, 2013 and Listing Agreement provisions in relation to disclosing their personal interests. Further, Directors and Senior Management employees must not exploit for their own personal gain the opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company. Additionally, Directors and Senior Management employees shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if any such person is found guilty of making any undue gain, he or she shall be liable to pay an amount equal to that gain to the Company. Additionally, such person will also have to pay the Company an amount equal to the loss that may arise due to such activities.

3.3 Compliance with laws

The Directors and Senior Management employees must be compliant with all applicable laws and must report any inadvertent non-compliance, if detected subsequently, to the concerned authorities. The Directors and Senior Management employees must acquire appropriate knowledge of the requirements in relation to his or her duties, sufficient to enable him or her to recognise potential dangers. Non-compliance may subject such Director or Senior Management employee to individual civil or criminal liability as well as to disciplinary action by the Company.

Additionally, financial officers governed by this Code will record and report business expenses and income accurately and books, records, accounts and financial statements will be maintained in reasonable detail, appropriately reflect transactions and conform to both applicable legal requirements and systems of internal control.

3.4 Anti-corruption

The Company's reputation for honesty, integrity and fair dealing is an invaluable component of the Company's financial success, and of the personal satisfaction of its employees. The Directors and Senior Management employees must comply with the applicable laws in all countries to which they travel, in which they operate and where the Company otherwise does business, including laws prohibiting bribery and corruption. The Company is committed to compliance with all relevant anti-corruption legislation, including the Foreign Corrupt Practices Act, 1977, the Bribery Act 2010 and the Prevention of Corruption Act, 1988 (India).

3.5 Protection of Company's assets

Directors and Senior Management employees are responsible for the proper use of Company assets and must safeguard such assets against loss, damage, misuse or theft. The Company's assets are to be used for Company business purposes only. Directors and Senior Management employees may not use Company assets for personal use, nor may they allow any other person to use Company assets.

3.6 Insider Trading

None of the Directors or the Senior Management personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information.

3.7 Health, Safety and Environment

Directors and the Senior Management personnel shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. They shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

3.8 Non-Discrimination

The diversity of our employees is a tremendous asset and the Directors and the Senior Management personnel shall be firmly committed to providing equal opportunity in all aspects of employment and will ensure that there is no illegal discrimination or harassment of any kind including but not limited to derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Discrimination in employment is illegal under Indian laws and a violation of the Company's policies.

3.9 Confidentiality

The Directors and the Senior Management personnel shall honor the information requirements of the public and its stakeholders. They shall respect the sanctity of confidential and other business information they may receive in the course of their professional activities and shall not convey such information to any person who is not authorised to receive it. Each Director's and Senior Management personnel's obligations of confidentiality continue even after he or she leaves the Company.

3.10 Duties of Independent Directors

All independent directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) 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;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he or she is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;

- f) 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;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) 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;
- j) 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;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- m) 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.

4. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated.

5. NO RIGHTS CREATED

This Code does not and does not intend to create any right in favour of the Directors and the Senior Management personnel.

6. AMENDMENTS

From time to time, the Board may amend or waive certain provisions of the Code depending on the legal and other requirements or for a bona fide purpose. Every member of the Board and Senior Management, including new recruits (at the time of joining) will be given a copy of the Code and are required to confirm their compliance of the same in writing. This code may, from time to time be extended to other senior officers of the company, as the Board may think fit.