

HERO MOTORS LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND
SENIOR MANAGEMENT PERSONNEL

I. INTRODUCTION

This Code of Conduct (hereinafter referred to as the "**Code**") shall be called "The Code of Conduct for Board of Directors (hereinafter referred to as the "**Board**") and Senior Management Personnel" of Hero Motors Limited and its subsidiaries (hereinafter referred to as the "**Company**").

The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics.

The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Board and Senior Management Personnel by the shareholders of the Company. The Board and Senior Management Personnel 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.

II. APPLICABILITY OF THE CODE

This Code is applicable to:

- a) Board of Directors of the Company; and
- b) Senior Management Personnel of the Company

III. ETHICAL CONDUCT

The Board and Senior Management Personnel shall act within the authority conferred upon them by the Company and under applicable law, keeping in view the best interests of the Company and shall:

- Act with professionalism, utmost care, skill, diligence, honesty, good faith and integrity as well as high moral and ethical standards.
- Fulfil their fiduciary obligations without allowing their independence of judgment to be compromised.
- Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised.
- Exercise due care and diligence in performing their duties of office and powers attached to their office.

IV. FINANCIAL REPORTING AND RECORDS

- The Company shall continue to prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country.
- Internal accounting and audit procedures shall fairly and accurately reflect all of the Company business transactions and disposition of assets.

- The Board and Senior Management Personnel must ensure that all the employees act in good faith and they do not misrepresent material facts in the Company's books and records or in any internal or external correspondence.

V. DUTIES OF DIRECTORS

The Director(s) of the Company shall:

1. act in accordance with the Articles of Association of the Company, subject to the provisions of The Companies Act, 2013 as amended from time to time;
2. 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, the community and for the protection of environment;
3. exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
4. not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
5. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
6. not assign his/her office and if any assignment so made shall be void.

Specific 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/she 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;
12. act within his/her 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.

VI. DISCLOSURES

The Company shall make full, fair and accurate disclosures in the periodic reports required to be filed with the government and regulatory agencies. The Senior Management Personnel shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board, Auditors and other Statutory Agencies, as may be required by applicable laws, rules and regulations.

VII. CONFLICT OF INTEREST

- Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested member of the Board/Senior Management Personnel should be made to the Company. It is also incumbent upon every member of the Board and the Senior Management Personnel to make a full disclosure of any interest at the time of decision-making which he/she or his/her relative, may have in a Company or firm which has business dealings with the Company.
- The Board and Senior Management Personnel must not deprive the Company of an opportunity that belongs to it, for his/her own/other's advantage, if he/she is in a position of diverting the corporate opportunity for own benefit or to others to the detriment of the Company. They must not compete with the Company in respect of any business transaction.

VIII. REGULATORY COMPLIANCE

Every member of the Board and Senior Management Personnel shall, in his/her business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit, in all the territories in which he/she operates. Any inadvertent non-compliance, if detected subsequently, should be rectified/reported to the concerned authorities.

IX. COMPETITION AND FAIR DEALING

The Directors and Senior Management Personnel are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. They shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace.

They avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

X. USE OF THE COMPANY NAME/LOGO/TRADEMARKS

The Board or Senior Management Personnel shall not use the name of the Company, its logo or trademark for personal benefit or for the benefit of persons / entities not forming part of the Company.

XI. CORPORATE SOCIAL RESPONSIBILITY

The Company shall continue to be committed to be a good corporate citizen not only in compliance with all relevant regulating laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates with the objective of making them self-reliant. It shall strive to contribute towards spending the CSR amount in CSR activities pursuant to The Companies Act, 2013 and the applicable rules in relation thereto.

XII. SHAREHOLDERS

The Company is committed to enhance shareholder value and shall comply with all regulations and laws that govern shareholders' rights. The Board and Senior Management Personnel of the Company shall duly and fairly inform its shareholders about all relevant aspects of the organization's business and disclose such information in accordance with the respective regulations and agreements.

XIII. PROTECTION AND PROPER USE OF COMPANY'S ASSETS AND RESOURCES

- Each member of the Board and Senior Management Personnel has a duty towards the Company to advance its legitimate interests while dealing with the Company's assets and resources.
- The Board and Senior Management Personnel shall protect the Company's assets including physical assets and intellectual rights and not misuse any asset for personal gain or otherwise, the assets of the Company.

XIV. HEALTH, SAFETY AND ENVIRONMENT

- The Company, Board 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.
- Ensure that due compliance of all laws and regulations pertaining to health and safety measures are done on a continuous basis.

XV. COMPLIANCE WITH GOOD CORPORATE GOVERNANCE PRACTICES

Each member of the Board of Directors and Senior Management Personnel of the Company (to the extent relevant) should adhere to the following so as to ensure compliance with good Corporate Governance Practices:

- Attend Board Meetings regularly and participate in the deliberations and discussions effectively.
- Involve actively in the matter of formulation of general policies.
- Be familiar with the broad objectives of the Company and the policies laid down by the government and the various laws and legislations.
- Ensure confidentiality of the Company's agenda papers, notes and minutes.

XVI. PLACEMENT OF THE CODE OF CONDUCT

This Code and any amendments thereto shall be posted on the website of the Company.

XVII. ENFORCEMENT OF THE CODE OF CONDUCT

Each member of the Board and Senior Management Personnel shall be accountable for fully complying with this Code.

XVIII. REVIEW AND AMENDMENTS

Any or all provisions of this Code would be subject to revision/amendments in accordance with the guidelines on the subject as may be issued by government, from time to time.

The Company reserves its right to amend or modify this Code in whole or in from time to time and all such amendments and modifications shall take effect from the date stated therein.

XIX. VIOLATION OF THE CODE

The Board shall have the powers to take necessary action in case of any violation of the Code

XX. GENERAL

In case of any doubt with regard to any provision of the Code and also in respect of matters not covered herein, a reference to be made to the HR Department/Company Secretary of the Company.
