

## Code of Conduct for Business Associates

SML ISUZU Limited ("the Company"/ SMLI) has developed this Code of Conduct for its Business Associates hereinafter referred to as the "Code" to emphasize our commitments in the areas of business, integrity, human rights, Health & Safety, Environment and labour practices.

This Code of Conduct is applicable to all Business Associates (suppliers, dealers, contractor, service providers and other stake holders of the Company) directly & indirectly associated with the Company.

### 1. Business Ethics and Integrity

The Company believe in doing business with ethics, honesty, integrity and openness and expect similar from those directly & indirectly associated with it. Our Business Associates must conduct their business responsibly, with integrity, honesty, and transparency, and adhere to all applicable laws, regulations and mutually agreed business terms & conditions.

### 2. Regulatory Compliance

All business activities must be carried out in compliance with applicable laws and regulations of domestic or international trade. All business activities must be in compliance with applicable laws stipulated by their respective state governments

### 3. Compliance of Human Rights.

All our Business Associates must understand, respect, implement and protect human rights.

**Human Right Laws:** All Business Associates, must value human rights, humility, respect, unity, honesty, transparency, right of freedom of opinion & expression, sustainable employment, community's welfare and excellence through teamwork and should always strive to maintain it. They should ensure that all employees are treated with respect and provide a work environment free from all forms of harassment based on race, sex, color, national origin, ethnicity, religion, age, disability, sexual orientation, gender, expression, privacy, or any other protected by applicable law whether physical, verbal or psychological.

**Prohibition of Forced and Child Labour:** All our Business Associates, must not encourage & engage in forced labour/ employ people involuntarily under threat of penalty, forced overtime, human trafficking, bonded labour and employing under legally defined age people (Child Labour). Any violations which come in the notice of the SMLI will be addressed appropriately upto termination of business with them.

**Fair Working Conditions & Prohibition of discrimination :** All our Business Associates, must provide a safe and humane working conditions to its employees in compliance with all applicable laws, rules, and regulations including but not limited to fair compensation, working hours, safety, etc. and should not make distinctions in any of its form including but not limited to: age, disability, gender, sexual orientation, political or other opinion, social origin or religion, hiring, promotion, lay-off and relocation, freedom of association, training, skill development, health and safety, working hours remuneration, etc.

**Zero tolerance towards Harassment and Annoyance:** The Business Associates must treat all its employees with respect and dignity and exhibit zero tolerance towards unacceptable treatment of employees, such as physical punishment or torture, sexual harassment, or abuse, mental or physical coercion or verbal abuse, or the threat of any such treatment. Adequate grievances redressal mechanism should be in place to identify & assessment of adverse human rights impact through their business operations & activities and appropriate steps must be taken to avoid, minimize and mitigate it.

The Company's policy on prevention, prohibition and redressal of sexual harassment of women at workplace which extends to its Business Associates is available on Company's website [www.smlisuzu.com](http://www.smlisuzu.com) .

#### **4. Prevention of Corruption**

Business Associates must conduct their business in a fair and ethical manner and refrain from, directly and / or indirectly resorting to unethical behaviour in any form including theft, fraud, forgery, corruption, gratification, bribery, misappropriation, anti-competitive practices in its business dealings, whether or not in affiliation with any employee and/or third party. They should not commit or be involved in an act which is prohibited under the applicable laws or / and is against the moral or business ethics of both the parties in connection with the Business obligations under the agreement / understanding with the Company.

All Business Associates must refrain from directly or indirectly exerting improper influence on the decisions of the Company's contact persons nominated by the Company or of contact persons who become known to them during course of business by means of offering to pay, promises to pay or authorizing the payment of any monies or by granting other advantages.

All Business Associates, including their immediate family member or through third party should not offer a gift or favor of any nature or anything of valuable, directly or indirectly to any employee of SML ISUZU Limited or vice- versa.

In case of any illegal or unethical behavior by any employee of the Company, officer or any one purporting to be acting on behalf of the Company or if anyone encourages or compels the Business Associates to do such an act which is illegal and against the interest of the Company they should immediately report to:

Chairman Audit Committee  
Mr. Sudhir Nayar, Independent Director,  
SML ISUZU LIMITED,  
D-7/2, Vasant Vihar,  
New Delhi - 110057  
[sudhir.nayar00@gmail.com](mailto:sudhir.nayar00@gmail.com)

The Company's Whistle Blower Policy which extends to all its Business Associates is available on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com) .

#### **5. Confidentiality and Prohibition on Insider Trading**

All Business Associates, must ensure that confidential or proprietary information about SML ISUZU Limited, its clients, employees or other parties, employee personal data or third-party information as shared by SML ISUZU or has been gained through affiliation with SML ISUZU, is not used for personal reasons and/or any advantage other than furtherance of legitimate business activities the Business Associates have been engaged for.

The Business Associates shall not, directly or indirectly, trade in securities of the Company when in possession of any Unpublished Price Sensitive Information (UPS) which may have been obtained while dealing with the Company or its officials.

UPS here shall mean any information, relating to the Company or its securities, directly or indirectly that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to : financial results, dividends, change in capital structure, mergers, demergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; changes in Key Managerial Personnel; and material events in accordance with the appropriate laws.

The Business Associates shall keep all such information confidential. Further they have to share the name and PAN of all its employees, Directors who will have access to such unpublished price sensitive information. Further the Business Associates shall neither itself nor shall its Directors, Employees, other persons and entities who have access of unpublished price sensitive information deal in the Securities of the Company.

For further information, please refer the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information available on the website of the Company [www.smlisuzu.com](http://www.smlisuzu.com) .

## **6. Conflict of Interest**

Business Associates must not engage directly or indirectly in business transactions that create any actual or potential conflict of interest with the Company. In event of any conflict of interest arising at the time of empanelment or prior/post/during engagement, Business Associates are required to promptly disclose such situations to the Company.

## **7. Quality, Cost, Delivery (QCD) Performances**

At SMLI, Quality is our top most priority and we are committed to deliver quality products & services to our customer. All Business Associates, should strive hard to meet stated and expected QCD performance including warranty obligation as per our warranty policy. Processes, technology and methods adopted shall be continuously evaluated and actions shall be taken to ensure that they are effective, resource efficient and sustainable. A preventive and proactive approach, use of best practices and sustainable technologies to reach higher benchmark of quality shall always be appreciated.

## **8. Environment, Health and Safety Requirements**

SML ISUZU affirms to its commitments to minimize the impact on environment, health and safety associated with our operation. We expect that all our Business Associates must strive hard to meet all compliance related Environment, Health & Safety.

**Environment:** Must ensure environmental sustainability with regard to the emission of Green House Gases (GHGs), Water Consumption, Energy Consumption & Waste Management. Take measurable actions for optimizing consumption, reducing, reusing, recycling and managing waste of their operation to protect environment. Must comply with their applicable laws & regulations and attain the required permits, licenses and permissions from authorities of their respective state government. Prepare and report environment performances in a fair and transparent manner to the interested parties.

**Health & safety:** Must strive to make a culture where prevention is encouraged to make safe & injury free work place for their employees. Educate, train and motivate their employees to work with discipline & sense of responsibility. Must adopt a preventive and proactive approach towards EHS and may attain ISO 45001 & ISO 14001 to adopt best EHS practices for sustainability and to reach higher benchmark of EHS.

## **9. Sustainable Business Practices**

For sustainable business all Business Associates are advised to conduct business with ethics and transparency and adopt latest technology and approach that will make them efficient in use of resources, cost-effective and will also help them to meet environmental, health and safety requirements. Set higher standards of performance including social, ethical and environmental aspect and take necessary remedial action whenever required. Seek & extend adequate management support, exchange good experiences & learning and act proactively to strengthen systems and capabilities. Business Associates should always encourage continuous learning, standardization and improvement for business continuity.

## **10. Obligation towards society:**

All Businesses Associates should incorporate ethics and social responsibility in their daily activities to uphold strong ethical standards and contribute to the society by sensibly using natural resources, Health & Safety, minimizing pollution elements and extend support to the needed section around them through CSR activities.

## **11. Extended Producer Responsibility (EPR)**

SMLI is taking all required measures to check & prevent pollution associated with its product on continual basis and also updating its operations to meet all applicable compliances. We also expect that all our associates should also meet all applicable compliance. They are advised to describe the processes to safely reclaim, reusing, recycling and disposing of plastics including packaging, e-waste, hazardous waste and other waste in line with government guidelines of their respective states.

## **12. Awareness, Training and standardization**

For business sustainability and mutual benefits it is must to encourage training, communication and standardization on continual basis to understand and possess appropriate knowledge and stay informed of any revisions in current operating system and requirements of either side. To attain efficiency in their operations, for mistake proofing and to meet applicable compliance we expect that all our Business Associates should go for standardization and ISO certifications such as ISO 9001 & IATF16949 to strengthen their Quality management system, ISO 14001 to improve environment performance, ISO 45001 for occupation health & safety. ISO 27001 for data privacy and other whatever is applicable to them based on their business requirements.

## **13. Protection of Company Assets**

All Business Associates, must ensure that assets of Company (both tangible assets and intangible assets such as proprietary information & intellectual property) should be kept safe and shall not be misused.

This Code of Conduct must be adhered by all Business Associates of SMLI.

**MD & CEO  
SML ISUZU LIMITED**