

TMHIN's Code of Conduct

Preface

Toyota Material Handling India Private Limited ("TMHIN" or the 'Company') has been incorporated on 1st day of December, 2010. The main business of the Company is sales and after sales services of Material Handling Equipment. The Company, through its employees, will meet the ever expanding demands of customer expectations of better products and services. To build up the trust of public, each employee of the Company should behave decently and fairly.

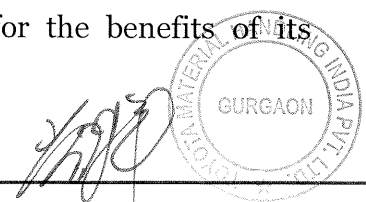
Toyota Industries Corporation (TICO), Japan is a Parent Company of TMHIN. TICO, through its business, has been recognized globally both in and outside Japan. Each member should take pride in working with the Toyota Industries Group.

This Code of Conduct is emerging from the **Basic Philosophy** of TICO:-

The Basic Philosophy of TICO is:

- (1) to comply with the letter and spirit of law, ethics and social norms;
 - (2) to respect every individual, their culture and religion;
 - (3) to conserve the environment;
 - (4) to provide customers with the products and services which will add value to them;
and
 - (5) to create cooperative environment within the Company
- so that we can contribute to the society and achieve the desired goals.

Code of Conduct includes relationship of the Company with its employees, customers, suppliers, society, shareholders and environment. **Employee Handbook** can also be taken into consideration for reference and understanding of Code of Conduct. Employee Handbook includes all the policies framed by the Company for the benefits of its



Toyota Material Handling India Pvt. Ltd.

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employees and the behavior expected from the employees in the Company for the betterment and progress of the Company and employees as well.

We sincerely hope that all the employees of the Company will adhere to the Code of Conduct to carry on the business fairly, honestly and openly at all the times.

Senior associates of the Company are expected to constructively implement this Code of Conduct and to set an example of good business behavior. At the same time, they are expected to familiarize employees with the Code of Conduct by lectures, hand – outs etc.



Hajime Iwase

Managing Director



TMHIN's CODE OF CONDUCT

1. RELATIONSHIP BETWEEN THE COMPANY AND ITS EMPLOYEES

The Company shall provide its employees with healthy and friendly working environment, as stated in the TICO's Basic Philosophy. All employees shall perform their jobs with dedication and commit themselves honestly to the duties and seek to create a climate of cooperation.

- a) At the Company, all employees should treat each other with courtesy, dignity and respect. No discrimination shall be made on the basis of any factor such as race, caste, religion, nationality, age, sex, color or disability.
- b) No harassment of any kind will be tolerated including sexual harassment and power harassment.

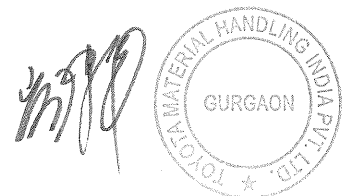
In reference to the sexual Harassment of women at workplace, Ministry of law and Justice, published a notification dated April 23, 2013 to prevent and redress the complaints of sexual harassment and for matters connected therewith or incidental thereto at workplace.

In view of the notification cited herein above, the Company has made a policy on prohibition of sexual harassment which forms an integral part of the Code of Conduct.

- c) The Company shall provide to its employees, healthy and friendly working environment for carrying their jobs assigned to them. The Company and employees shall mutually understand that the long growth of the Company will ensure the employment of employees as well as maintain and improve the working conditions.



- d) To create fair and unbiased work environment and provide equal opportunities in employment to all employees so that they can show their potential at fullest. No forced or child labor of any form shall be allowed.
- e) All employees shall comply with Indian as well as International laws, both in letter and spirit, and avoid committing acts against laws, ethics and social norms.
- f) All employees shall properly understand the Company rules and act in compliance with them.
- g) All employees shall focus on their work and duties and execute them with integrity. While employed with the Company, employees shall not take up any of the outside activities which could harm or otherwise negatively affect the quality of the performance of their work or the interests of the Company. All employees shall not acquire any interest or participate in any activity outside the Company that could damage the Company's reputation or integrity.
- h) All employees shall protect all of the Company's asset, property as well as confidential information. Also, all employees shall not disclose such confidential information to any third party and shall not make any use of such confidential information other than for the purpose of our work. Assets not only include physical assets such as desk, computer, laptops, furniture etc., but also any of the Company's confidential information including but not limited to intellectual property such as the Company's trade secrets, trademarks and trade names, suppliers'/customers' confidential information, future plans and intellectual property of such suppliers/customers and the like. We should protect all assets from being lost, stolen, leaked, damaged or abused.

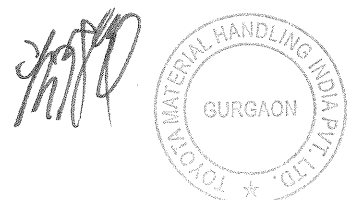


- i) All employees shall treat personal data with due care and in compliance with applicable laws and regulations. All personal information about customers, suppliers and business partners shall be used for intended purposes only.
- j) The Company's policy is to retain written or electronic records only for as long as the records are being actively used, unless the law or the Company's business needs require longer retention.
- k) The employees shall not commit insider trading. When employees are working in the organization, they are exposed to insider confidential information of the Company. They shall not trade stocks or other property on the basis of that information until and unless that information is publicly released.

2. RELATIONSHIP BETWEEN THE COMPANY AND ITS CUSTOMERS

The Company shall organize the quality control activities so as to maintain the quality of products and services offered to the customers and supply them useful products and services in accordance with the TICO's Basic Philosophy. The Company conducts research to provide better product and services on a continuous basis to create new value for the customers.

- a) The Company shall place the highest priority to customers and shall endeavor to respond to customers' voice honestly, and incorporate them in business practices.
- b) The Company is committed to continuous improvement and customer satisfaction in regard to product and service quality, reliability and safety. We must provide the quality products and services that are safe to use. If there is



some shortcoming in product as well as services that is to be communicated to the Management.

- c) The Company shall not use false or exaggerated expressions or information, so as not to lead the customers believe that the products and services rendered are far more superior than actual, or to competitors' product in terms of quality, quantity, price or trading conditions.
- d) The employees shall not offer gifts or entertainments beyond boundaries of social norms to obtain favored treatment.
- e) The Company shall comply with Competition Act of India and other applicable antitrust laws and maintain fair and free trade. The employees shall not exchange information or make agreements with competitors or other bidding participants concerning product price, sales and production volume, sales regions, customers, development of new products or other non-public business information.

3. RELATIONSHIP BETWEEN THE COMPANY AND ITS SUPPLIERS

The Company shall fairly choose suppliers without any biasness and on the basis of evaluation criteria set by the Company. Before selection of supplier, proper evaluation is to be conducted keeping in mind the supplier's environment friendliness, corporate stability in addition to economic aspects such as quality, quantity, price and lead time.

- a) Employees shall always treat suppliers decently and shall never fail to comply with contracts entered into with suppliers. The confidential and personal information of the Company, its suppliers and people concerned, should be handled with great care.



- b) Employees shall never accept gifts or entertainments beyond the boundaries of social norms and shall never ask suppliers to offer gifts or entertainments.
- c) Employees shall promote communication with suppliers through procurement activities and support suppliers in various areas including compliance with laws, environmental conservation, quality and safety, as necessary.
- d) Personal relationships with suppliers and any other third party may give rise to situations of conflict of interest. Therefore, all employees shall remain independent from any third party that has a contractual relationship with the Company, i.e. there should be no personal interest of the employees.

4. RELATIONSHIP BETWEEN THE COMPANY AND OTHERS

The Company shall carry on its operations keeping in mind the needs of the customers and comply with all the laws and regulations including the environmental conservation. The Company and all employees shall contribute to the society in best manner at all the regions/branches where business is carried on.

- a) The Company as well as every employee shall commit itself to activities that contribute to the society in all regions where the Company carries on its business.
- b) The Company shall promote activities that support and contribute to society, by offering facilities like:- Health Camp, education of young, protection of nature etc., funds and other resources. Awareness among employees shall be raised regarding the importance of contributing to the society.
- c) The Company and its employees shall not offer or make payment of anything of value to any official, an employee of a governmental entity or an official of a

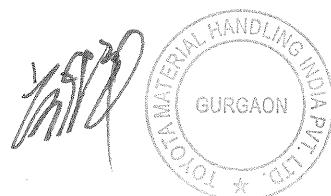


political party, a candidate for a political office, which is unlawful or deemed to be unlawful under the laws of India.

- d) All employees shall properly communicate with shareholders so as to live up to their expectations.
- e) The Company shall respect the benefits of shareholders and endeavor to improve its corporate value, through stable growth over a long period.
- f) The meetings to be organized where query of shareholders are responded fairly and honestly.
- g) The Company shall offer products and services that are clean, safe and of high quality. All employees shall maintain environmental conservation and perform resource saving activities as far as possible, thereby reducing adverse effects on the environment.
- h) The Company is committed to operate in a manner that is consistent with environmental preservation and harmony with society and should comply with all national and municipal laws, regulations and rules concerning environmental conservation.

TMHIN's Compliance Committee

- A. The Company has established a Compliance Committee to address the issues covered under Code of Conduct, Anti-Bribery & other non-compliance cases which are not covered under any other Policy. The details of the members of this Committee are given in Annexure-A as appended herewith. If the post of the any member of Compliance Committee becomes vacant or if any such member is by reason of absence or for any other reason unable to perform his/her duties, those duties shall, until some person appointed to the vacant post has entered on the duties thereof or, as the case may be, until the such Member has resumed his/her



duties, be performed by such one of the other members of the Compliance Committee. Any vacancy in the committee, due to any reason, whatsoever, shall not invalidate actions taken by the residual members of the Committee.

Role of the Committee

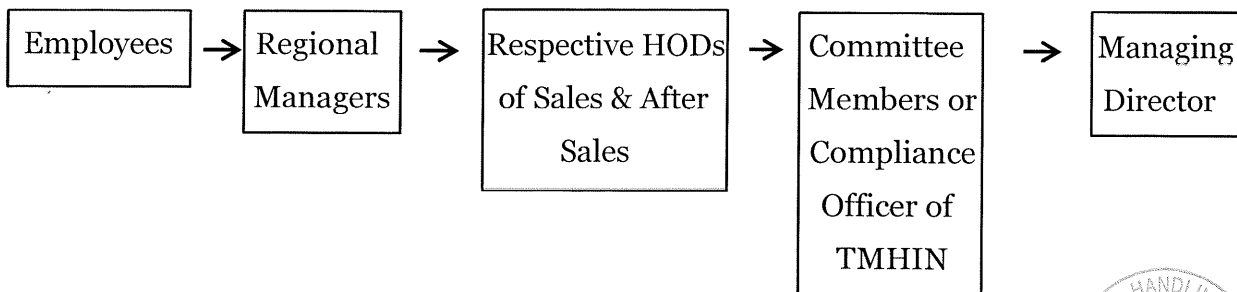
1. The complaints/issues regarding the violations, breach & non-compliance of the Policy shall be communicated to the Committee.
2. The Committee shall act diligently while looking into the matters involving conflict of interest, violation & breach.
3. The Committee shall carry out proper discussion with the affected parties & will thoroughly investigate the matter to arrive at a conclusion.
4. The Committee shall recommend the penalties / action as it may deem fit, to be taken against any person found guilty of breach & violations, to Managing Director.

Flow of Information

A. From Head Office:



B. From Other Regions of TMHIN



1. **From Head Office:**

- a) The employees of Head Office shall report the matter to Committee Members or Compliance Officer.
- b) Thereafter, the Committee Members or Compliance Officer receiving the information of such matter shall communicate the same to the Managing Director immediately and investigate the matter within reasonable time limit.

2. **From Other Regions of TMHIN:**

- a) The employees from other regions of TMHIN shall report the matter to their Regional Managers & regional managers shall communicate to respective HODs of Sales and After Sales.
- b) After receiving the information, the respective HODs of Sales and After Sales shall report the matter to Committee Members or Compliance Officer.
- c) Thereafter, the Committee Members or Compliance Officer receiving information of such matter shall communicate the same to the Managing Director immediately and investigate the matter within reasonable time limit.

WHISTLE BLOWING

1. The Company has setup a dedicated suggestion box. Employees, who wish to make a suggestion about or raise a complaint against any act in violation of any rules or act in contradiction of the interest of the Company or any other non-ethical acts, may drop a complaint/suggestion letter into the suggestion box.
2. Employees are encouraged to disclose their identity in the complaint/suggestion letter. If an employee is not willing to disclose his/her identity, he/she may get his/her statement recorded with the Compliance Officer. The Compliance Officer shall maintain the anonymity about the identity of the reporting individual from the unauthorized persons.



3. Contact Information

TMHIN encourages its employees to report facts or concerns regarding serious violations of this Code of Conduct or the law, to their line manager or to the other responsible department. He/she will not be penalized for reporting facts or concerns, in good faith.

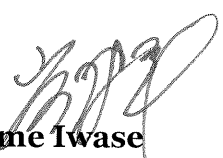
If an employee has serious reasons not to report such facts or concerns through the direct line manager or the other responsible department, he/she may report it directly to the Compliance Officer. The company secretary of the company shall be designated as the Compliance Officer of the company. **If the post of the Compliance Officer becomes vacant or if Compliance Officer is by reason of absence or for any other reason unable to perform his/her duties, those duties shall, until some person appointed to the vacant post has entered on the duties thereof or, as the case may be, until the Compliance Officer has resumed his/her duties, be performed by Chief Operating Officer (COO) or the Managing Director of the Company.**

Contact details of Compliance Officer:

Ms. Sakshi Nirmal

E-mail: compliance@tmhin.toyota-industries.com

M. No.: +91 9582841259

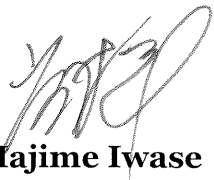

Hajime Iwase
Managing Director
April 01, 2023



Annexure-A

Members of TMHIN Compliance Committee

S. No.	Members	Position in Committee
1.	Chief Operating Officer	Member
2.	Service Head	Member
3.	HR & Admin – Group Manager	Member
4.	Finance and Accounts – Group Manager	Member
5.	Company Secretary	Compliance Officer



Hajime Iwase

Managing Director

April 01, 2023

