

Toyota Material Handling India Private Limited (“TMHIN” or the ‘Company’)	CORPORATE POLICIES & GUIDELINES	DATE OF ISSUE	01.04.2015
		DATE OF REVISION	01.04.2023
DIVISION: CORPORATE		SUBJECT: Anti-Bribery and Anti-Corruption Policy	

### 1. Purpose:

This Anti-Bribery and Anti-Corruption Policy of the Company has been formulated in line with the Global Guidelines for Bribery Prevention of the parent Company Toyota Industries Corporation, Japan, Code of Conduct, Rules and Regulations followed by the Company.

### 2. Objective:

We are committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is the Company’s policy to conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates, of not engaging in bribery or corruption.

### 3. Scope and applicability:

This Anti-Bribery and Anti-Corruption Policy applies to all individuals working for the manufacturing facilities and branches, at all levels and grades, including directors, senior officers, executives, employees (whether permanent, temporary, or fixed term), consultants, contractors, employees engaged by contractors, trainees, seconded staff, casual workers, interns, agents or any other person associated with the Company.

This policy is also applicable to any third party, including an individual or organization, which comes into contact with the Company or transacts any business with the Company and shall also further include clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisors (including lawyers and accountants) etc.

### 4. Governing Legislations

The legislations relating to acts of bribery in India, as defined herein above are, *inter alia*, the following:

- (1) The Prevention of Corruption Act, 1988 (the “POCA”);
- (2) Central Civil Services (Conduct) Rules, 1964 (the “CCSCR”);



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- (3) The Foreign Contribution Regulation Act, 2010 (the “FCRA”) and the Foreign Contribution (Acceptance or Retention of Gifts or Presentations) Regulations, 2011 (the “FCR”); and
- (4) The Indian Penal Code, 1860 (the “IPC”).

Please note that the focus of the aforesaid legislations, other than the IPC, is on the public sector and the said legislations do not extend to the private sector. Indian law seeks to prosecute the ‘receiver of a bribe’ or the public official and views the ‘act of the bribe giver’ as an abetment to the main crime of bribery. However, it is pertinent to note that even the act of abetment, whether or not the offence is committed in consequence of that abetment, is punishable with imprisonment which shall not be less than six months and may extend to five years along with fine.

## 5. Bribe:

“**Bribery**” is the offering, giving, receiving, or soliciting of any item of value or an advantage to another person to induce that person to improperly perform a relevant function or activity, or to reward them for improper performance.

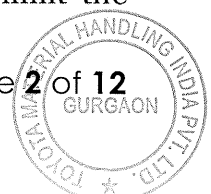
Inducement can take, not only form of money, but also gifts, loans, fees, rewards, inside information, sexual or other favors, corporate hospitality or entertainment, employment offer to a relative, payment or reimbursement of undue travel expenses, charitable donation or social contribution, abuse of function and can pass directly or indirectly through a third party.

## 6. What are prohibited?

Directors and employees (or someone on their behalf including their family members) shall be prohibited from the following behavior:

- (1) Receiving or giving bribes (mere promise of receiving or giving bribe shall also be prohibited).
- (2) Offering, soliciting or accepting cash or its equivalent, gifts, entertainment or anything of value to or from government or public officials.
- (3) Unduly influencing any negotiation with a supplier or a client so as to grant unfair advantage to the Company out of a vested interest or because of a prior personal relationship.
- (4) Misappropriating the Company’s funds, regardless of the amount.
- (5) Misusing the Company’s or a client’s resources that have been provided for duly authorized purposes.
- (6) Giving wrong advice deliberately to a client or a supplier with an intent to receive bribe.

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.



## 7. Gifts and hospitality:

Notwithstanding anything contained in Article 6 of this Policy, reasonable promotional or other business activities, including but not limited to the exchange or provision of modest gifts, and hospitality in order to constitute goodwill in business relationships with Customers, Vendors/Service Providers/Consultants and any other Business Associate, may be acceptable, subject to the 'Approval Criteria' mentioned hereunder.

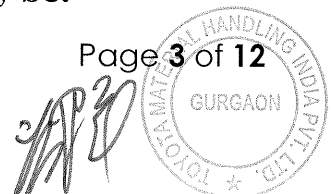
### **Acceptable gifts/entertainments for offering, subject to the 'Approval Criteria' mentioned hereunder:**

- (1) Appropriate and normal gifts, hospitality of Toyota Giveaway items, such as calendars, diaries, pens, caps, merchandise, forklifts miniatures & the like and meals.
- (2) Customary gifts for the occasions of Diwali & New Year, like sweets, dry fruits, cookies, chocolates, flower bouquets, books, mugs & the like.
- (3) Gifts given openly, not secretly and in a manner that avoids the appearance of impropriety.
- (4) Justifiable and reasonable gifts and entertainments, in order to constitute goodwill in business relationships which does not result in any form of misconduct by the recipient.

### **Approval Criteria:**

When giving or offering gifts and entertainments, all directors and employees shall ensure that:

- (1) the items listed in **Exhibit 1** "Checklist for giving / accepting small gifts and entertainments" must be confirmed and satisfied;
- (2) a prior written approval of Head of Department and the Compliance Officer which includes information about the time and date, the other party, the amount and the contents of said case (the form of which is enclosed as **Exhibit 3**) shall be obtained in case the value of gifts or entertainments offered is upto the amount of INR 3,000 per occasion and for offering Toyota Giveaway items;
- (3) a prior written approval of the Compliance Officer and Managing Director which includes information about the time and date, the other party, the amount and the contents of said case (the form of which is enclosed as **Exhibit 4**) shall be obtained in case the value of gifts or entertainments offered exceeds the amount of INR 3,000 per occasion; and
- (4) immediately after the gifts and entertainments are offered, a written report to the Head of Department and the Compliance Officer with regard to the time and date, the other party, the amount and the contents of said case shall be made in the format enclosed as **Exhibit 3 or Exhibit 4, as the case may be.**



**Exception for Toyota Giveaway items:**

No prior approval and reporting is required for offering certain Toyota Giveaway items such as calendars, diaries and pens provided by TMHIN-Head Office.

**Acceptable gifts/entertainments for receiving:**

- (1) Appropriate and normal gifts and hospitality of small value such as calendars, diaries, pens & the like and meals.
- (2) Customary gifts for the occasions of Diwali & New Year, like sweets, dry fruits, cookies, chocolates, flower bouquets, books, mugs & the like.

When receiving gifts and entertainments, all directors and employees shall ensure that:

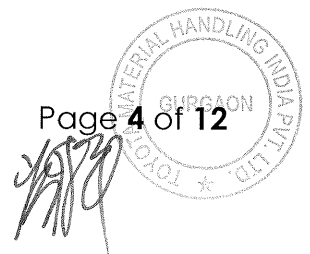
- (1) the items listed in **Exhibit 1** "Checklist for giving / accepting small gifts and entertainments" must be confirmed and satisfied;
- (2) immediately after the gifts and entertainments are received which are not specifically mentioned hereinabove, a written report to the Head of Department and the Compliance Officer shall be made in the format enclosed as **Exhibit 5** with regard to the time, date, the other party, nature of gifts/entertainments and such other details of said case.

**Not acceptable:**

- (1) All directors, employees and their immediate family members not to provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of value (which are not covered under 'Acceptable' category above) to and from competitors, vendors, suppliers, clients or others that do business or trying to do business with us.
- (2) Loans or advances from any persons, agencies, institutions seeking business with us.
- (3) Give, promise to give or offer any payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure.
- (4) Engaging in any activity that might lead to a breach of this Policy.
- (5) Willful blindness: Willfully ignores or turns a blind eye to any evidence of corruption or bribery within his/ her department or in and around the Company.

**8. Charitable donations:**

As a part of our Corporate Social Responsibility, we may support local charities or provide sponsorships that are legal and ethical under the applicable laws and also in accordance with this Policy. The charitable donations shall be approved in writing by the Managing Director or by the Board of Directors as may be necessary.



For Charitable donations, the items listed in **Exhibit 2** "Checklist for giving donation" must be confirmed and satisfied.

### **9. Working with third parties**

Each third party within our work area is fully briefed on this Policy and have made a formal commitment in writing to abide by it. Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered. Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the third parties fail to abide by this Policy. In the event of any doubt on the integrity of a third party, it is employee's responsibility to contact Department Manager or the Compliance Officer as soon as possible.

### **10. Directors' and Employees' Role:**

Employees are the pillars of the Company and are behind each and every success story. It is each director's and employee's duty and role to:

- (1) Read and understand this Policy fully and strictly comply with the same.
- (2) If in doubt, contact and discuss with the respective Department Managers.
- (3) Responsible for prevention, detection and reporting bribery and other forms of corruption.
- (4) Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend training, whenever required, on how to implement and adhere to it.

### **11. Employees' Integrity:**

The Company regards integrity as a supreme consideration in selection and recruitment of its employees. The HR Manager shall ensure that evaluation mechanisms for integrity, background and academic checks are diligently adopted. Additionally, the HR Manager shall ensure that the prospective employees are aware of and declare any family or spousal relationships which may lead to potential conflict of interest during the course of their employment with the Company. Further, the HR Manager shall also be responsible for dealing with any queries on the interpretation of any of the provision of this Policy.

### **12. Violation of the terms of this Policy:**

- 1) Based on any information / report / complaint / outcome of any enquiry, the Compliance Officer shall investigate immediately.
- 2) All directors and employees are obligated to promptly and fully cooperate during the investigation, including answering all questions truthfully and completely, providing all relevant information, and any other assistance that is requested.



- 3) Any director or employee, who is found guilty of any violation, shall be displaced from the position and shall be stripped off his/her responsibilities, authority, or any sanctioning powers, if any. Any disciplinary action, including termination of employment, shall be taken in accordance with due process according to the Company's Rules and Regulations and applicable law.

### **13. Who is responsible for compliance of this Policy?**

Our Management has appointed the Compliance Officer under this Policy for the purpose of audits and investigations on reports of fraud, bribery or corruption and other violations. The Compliance Officer is responsible to sustain a culture where ethical conduct is recognized, valued and exemplified by himself and the Employees and the Directors.

### **14. Waiver to the Policy**

Any waiver of any provision of this Policy shall be approved in writing by the Compliance Officer and Managing Director and a record of the same shall be maintained by the Compliance Officer.

### **15. Amendment to the Policy**

It will be the responsibility of the Compliance Officer to review this Policy from time to time. The Compliance Officer shall propose modifications or amendments to the provisions of this Policy in writing, if any, to the Managing Director. Managing Director at his discretion shall approve or discard the amendment or modification proposed by the Compliance Officer.

### **16. Raising a question**

In case any of the employees want to raise a question about interpretation of any clause of this Policy, employees are requested to approach HR Manager or the Compliance Officer.

### **17. Complaint**

In case any of the employees want to raise a complaint or acts of violations of provisions of this Policy, such employees shall immediately report such complaint or concern to the Compliance Officer without any delay. The Compliance Officer will discuss such matters with the Managing Director for taking appropriate actions depending upon the severity of the violation committed.

### **18. Whistle Blowing**


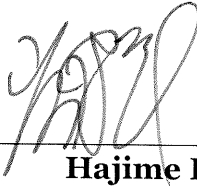
- 1) The Company has setup a dedicated suggestion box at Head Office and every Branch Office of the Company. Employees who want to make a suggestion about or complaint

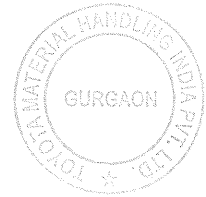
against any act in violation of any rules or act in contradiction of the interest of the Company or any other non-ethical acts, may drop a letter in a sealed envelope, to inform, into the box.

- 2) Employees are encouraged to disclose their identity in the complaint letter. If an employee is not willing to disclose his/her identity, he/she can directly inform to Compliance Officer. The Compliance Officer shall maintain the anonymity about the identity of the reporting individual from the unauthorized persons.

### 19. Protection

- 1) We encourage openness and will support anyone who raises genuine concerns in good faith.
- 2) We commit to ensure that no one suffers any unfavorable treatment as a result of refusing to take part in bribery or corrupt activities
- 3) We also commit to ensure that no one suffers any unfavorable treatment because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place.

	
<b>Sakshi Nirmal</b> <b>Compliance Officer</b>	<b>Hajime Iwase</b> <b>Managing Director</b>



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## Exhibit 1

### Checklist for giving / accepting small gifts and entertainments

- 1) Check whether giving / accepting such gifts violate any local law.
- 2) Check for the reasonability and justifiability of accepting / giving such gifts / entertainment in terms of its value, industry norms and the occasion etc.
- 3) Accepting / giving such gifts / entertainment, does not amount to encouragement of unjustifiable benefit to the Company.
- 4) Check whether the gift is not in the form of cash or any other highly liquid asset.
- 5) Check whether person receiving / giving gift / entertainment is unrelated to the purpose. E.g., close family member or friends of the other party.
- 6) Check whether the gift / entertainment is not provided at a time that may cause unexpected misunderstanding. (e.g., in the middle of business negotiations with the other party, or immediately before/after the conclusion of a contract with the other party.)
- 7) The gifts / entertainments are not provided on the instructions of third party who is involved in the business of the Company.





## Exhibit 2

### Checklist for giving donations

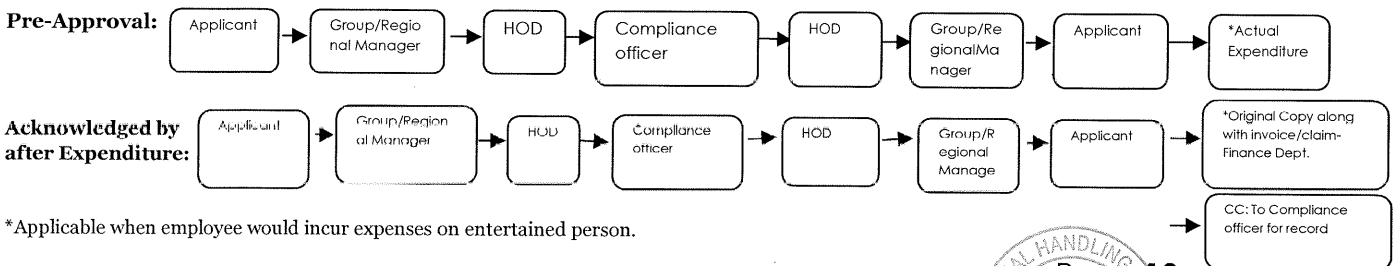
- 1) Payment does not violate local laws.
- 2) Payment does not amount to encouragement of unjustifiable benefit to the Company.
- 3) The payment is considered reasonable and justifiable in terms of value, industry norms and the occasion etc.
- 4) The payment is not provided at a time which may cause unexpected misunderstanding. (e.g. in the middle of business negotiations with the recipient, or immediately before/after the conclusion of a contract with the recipient).
- 5) The recipient is not a person or an organization from which, payment was demanded by a Public Official who is involved in the Company's business.
- 6) Such payments made are properly accounted with the help of all the supporting documents (e.g. written record from the recipient which describes intended purpose and receipt of payment etc.).



## Exhibit 3

This form is used when the expenditure on entertained person is up to the amount of INR 3,000 per occasion.

<b><u>Business Entertainment / Gifts</u></b>	
<b><u>Requisition Form</u></b>	
<b>Before</b>	Proposed by: _____ Date: _____
	<b><u>Particulars</u></b> _____ <b><u>Details</u></b> _____
	Proposed date: _____
	Who will be entertained: _____
	Attendees from TMHIN: _____
	Attendees from other party including their names: _____
	Brief reason: _____
	Total Expenses: _____ INR
	Estimated Expenses per person: _____ INR
	Approved by _____ Approved by _____
Group/Regional Head of Department Manager (HOD) _____ Compliance Officer	
<b>After</b>	Attendees from TMHIN: _____
	Attendees from other party including their names: _____
	Total Actual amount _____ INR
	Amount per person _____ INR
	Bill Details: _____
	Acknowledged by _____ Acknowledged by _____
Head of Department _____ Compliance Officer	

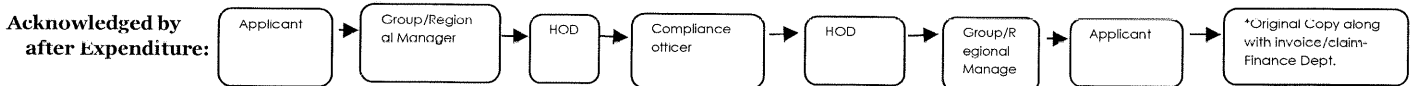
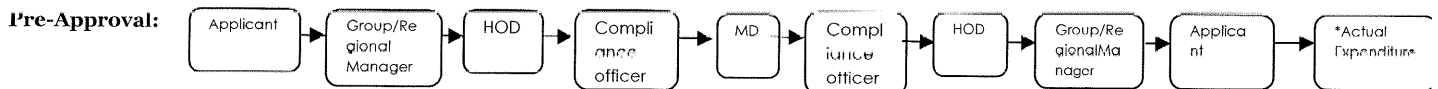


\*Applicable when employee would incur expenses on entertained person.

## Exhibit 4

This form is used when the expenditure on entertained person exceeds the amount of INR 3,000 per occasion.

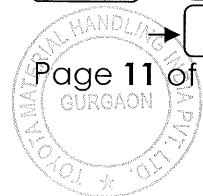
<b><u>Business Entertainment / Gifts</u></b>	
<b><u>Requisition Form</u></b>	
<b>Before</b>	Proposed by: _____ Date: _____
	<b><u>Particulars</u></b>   <b><u>Details</u></b>
	Proposed date: _____
	Who will be entertained: _____
	Attendees from TMHIN: _____
	Attendees from other party including their names: _____
	Brief reason: _____
	Total Expenses: _____ INR
	Estimated Expenses per person: _____ INR
	Approved by
Group/Regional Manager                      Head of Department	Compliance Officer                      Managing Director
<b>After</b>	Attendees from TMHIN: _____
	Attendees from other party including their names: _____
	Total Actual amount _____ INR
	Amount per person _____ INR
	Bill Details: _____
	Acknowledged by
Head of Department	Compliance Officer



\*Applicable when employee would incur expenses on entertained person.

CC: To Compliance officer for record

2/8/20



## Exhibit 5

This form is used when TMHIN's employee has received any gift/entertainment which is not specifically mentioned under '**Acceptable gifts/entertainments for receiving**'

<b><u>Business Entertainment / Gifts Intimation Form</u></b>		
<b>After receiving gifts/entertainments</b>	<b>Particulars</b>	<b>Details</b>
<b>After receiving gifts/entertainments</b>	Attendees from TMHIN: Name: Designation: Employee ID:	
	Attendees from other party:	
	Date: Time:	
	Nature of gift/entertainment: Other Details:	
	Acknowledged by	Acknowledged by
Head of Department	Compliance Officer	

**Acknowledged by after receiving gift/entertainment:**

