

### Supplier Code of Conduct

**Toyota Material Handling India Private Limited (“TMHIN” or “the Company”)** combines the power of innovation and product quality to supply products that cater to customer needs across diverse industries throughout the Indian sub-continent. For the purposes of this Code, “**TMHIN**” includes the Headquarter, all the regional offices, and the branch offices currently operational in the Indian Sub-continent.

TMHIN acknowledge that Supplier are crucial to the wants to be an attractive business partner and seeks reliable and fair relations with its suppliers for the mutual benefit of TMHIN and its suppliers. The Company has developed a Supplier Code of Conduct (“**Supplier Code**” or “**this Code**”) to clarify our expectations in the areas of business integrity, human rights, labor practices, associate health and safety, working conditions and environmental responsibilities.

The purpose of this code is to ensure that the Company's suppliers adhere to high standards of safe working conditions, fair and respectful treatment of employees, and ethical practices.

Suppliers, vendors, contractors, sub-contractors, consultants, agents and other providers of goods and services (referred to as “**Suppliers**”) who do business with Company are expected to follow this Code. The Suppliers are expected to encourage their subcontractors and sub suppliers to comply with the Code.

#### **A. BUSINESS ETHICS**

##### **COMPLIANCE WITH LAW:**

Maintain awareness and comply with all applicable laws and regulations applicable to their operation. The Code is not a substitute for, nor should it be considered to override, applicable laws and regulations, but sets the minimum standards of behaviour that are to be followed by the supplier. To the extent the supplier is unable to comply with the Code due to laws and regulations, the supplier shall, to the extent reasonably possible, adhere to the spirit of the Code.

##### **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY (ETHICAL DEALING)**

TMHIN does not tolerate any form of bribery, embezzlements or corruption and expects its Suppliers to have zero tolerance towards bribery and corruption and to remain compliant with anti-corruption and anti-bribery laws as applicable in India.

Supplier shall ensure that the highest standards of integrity are maintained in all business interactions by adopting a zero tolerance policy to prohibit any form of bribery, corruption, extortion and embezzlement (including the promise, offer, giving or acceptance of any bribe). The Supplier shall prevent any fraudulent activity by its representatives in connection with the receipt of any sum of money from TMHIN.

TMHIN expects its Suppliers to observe Company’s policies regarding gifts and entertainment and conflicts of interest when dealing with Company employees. Company’s Suppliers are prohibited from providing or offering gifts or Kickbacks to Company employees that could inappropriately influence Company’s business decisions or gain an unfair advantage.

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## **Toyota Material Handling India Pvt. Ltd.**

Company Identification Number: U29253HR2010FTC048762

Regd. Office & Corporate Office: 43 Milestone, NH-8, Delhi-Jaipur Highway, Gurugram - 122004, Haryana, India  
Ph.: +91-0124-3877100, Fax: +91-0124-3877199

Email: info.Sales@tmhin.toyota-industries.com

Web: www.toyotamaterialhandlingindia.com

**FAIR COMPETITION:**

The supplier shall compete in a fair manner in compliance with all applicable competition laws and regulations. For example, the supplier shall not enter into any agreements with its competitors to increase prices or to restrict the availability of products.

**CONFLICT OF INTEREST:**

The supplier should avoid any interaction with TMHIN employees that may conflict, or appear to conflict, with that employee's duty to act in the best interests of TMHIN. The supplier shall disclose to TMHIN all conflicts of interest or situations giving the appearance of a conflict of interest in its engagement with TMHIN.

The supplier must inform TMHIN if a TMHIN employee or his/her immediate family member holds a material financial or other interest in the supplier, holds a managerial position at the supplier, or works for the supplier.

**WHISTLE BLOWER:**

Suppliers shall provide a mechanism by which concerns can be raised anonymously and without retaliation.

**SUPPLY CHAIN:**

Suppliers must assure that their entire supply chain also complies with the requirements of this Code.

**TRADE COMPLIANCE:**

The supplier shall comply with all applicable export control laws and regulations.

The supplier is required to inform TMHIN without undue delay if (i) the supplier itself, its immediate owner or ultimate beneficial owner, or any director, officer or representative of the supplier, is or becomes subject to international trade sanctions or restrictions, or (ii) the supplier becomes subject to a sanctions compliance investigation, or (iii) the supplier is or becomes aware that any of the products, software or technology it supplies to TMHIN is subject to any export controls or export license requirements.

**MATERIAL SOURCING:**

Suppliers to ensure that all materials used in products which are supplied to TMHIN are sourced in a responsible manner. Suppliers are required to fully support and cooperate with TMHIN efforts to secure full transparency and traceability of their raw materials supply chain and must engage sub-tier suppliers in their efforts to demonstrate transparency. Due diligence measures must be taken to assure through the supply chain that no risks related to direct or indirect financing of armed conflict, human rights violations, unethical business practices or environmental damage.

**B. HUMAN RIGHTS AND WORKING CONDITIONS****WAGES AND BENEFITS:**

Compensation paid to employees shall comply with all applicable wage laws, including those related to minimum wages, overtime hours and legally mandated benefits.

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**WORKING HOURS:**

Working hours shall comply with the applicable local laws.

**CHILD LABOUR:**

Suppliers must ensure that employees are compliant with the minimum working age as set by legal regulations and local labour laws.

**FORCED LABOUR:**

Suppliers must not use any form of forced labour.

**EMPLOYEE ASSOCIATION:**

Suppliers shall respect the freedom of association and collective bargaining. As such, they shall respect the rights of employees to form a workers' council.

**HARASSMENT:**

Suppliers should be free of any possible workplace harassment and foster an environment that allows open as well as confidential communication with management without fear of reprisal.

**HEALTH AND SAFETY:**

Suppliers are expected to provide an environment that is safe and healthy for the employees, meeting or exceeding local laws for occupational wellbeing.

**NON-DISCRIMINATION:**

Suppliers should not tolerate discrimination in any form and should promote equal opportunities for employees regardless of sex, ethnicity, nationality, pregnancy, age, religion, political affiliation, marital status, disability, sexual orientation or gender identification.

**RESPECT AND DIGNITY:**

The supplier shall treat its employees with dignity and respect, and shall ensure that no worker is subject to any physical, sexual, psychological or verbal harassment, abuse or other form of intimidation.

**HUMAN TRAFFICKING:**

Suppliers shall respect the right to life as established by law and must prohibit their employees, contractors, sub-contractor employees and agents from engaging in human trafficking-related activities.

**GRIEVANCES:**

The supplier shall provide its employees with the means to raise their concerns about any of the compliance requirements outlined in this Code, and any employee who make such a report in good faith shall be protected from retaliation.

**C. ENVIRONMENT**

The supplier shall make all reasonable efforts to protect the environment, and to minimize any negative environmental impact of its activities.

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The supplier shall comply with all applicable environmental laws and regulations. The supplier shall obtain, maintain and comply with all environmental permits, licenses and registrations necessary for its operations.

The supplier shall monitor, control, minimize and appropriately treat emissions and pollutants (to air, soil and water) and other waste generated from its operations. The supplier shall strive to continuously reduce the carbon footprint of its operations through actions such as improving energy efficiency, sourcing renewable energy and eliminating, reducing and recycling waste.

The supplier shall have an appropriate, structured and systematic approach to managing its environmental responsibilities that includes, if applicable, establishing a suitable environmental management system.

#### **D. IPR AND PUBLICITY**

The supplier shall comply with all applicable laws and international treaties on intellectual property rights. The supplier shall not infringe TMHIN's or any third party's intellectual property rights.

Unless otherwise agreed, the supplier is not entitled to publicize its cooperation with TMHIN or utilize TMHIN trademarks without the express prior written consent of TMHIN.

#### **E. MONITORING AND REPORTING**

The supplier shall regularly monitor its compliance with the Code. The supplier shall upon request provide TMHIN access to all relevant information and documents needed to verify the supplier's compliance with the Code. Should TMHIN have a reason to believe that the supplier may be in breach of the Code (e.g. based on media reports), TMHIN may itself or through a third-party auditor survey the supplier's relevant premises to validate the supplier's compliance with the Code.

Should the supplier have, in the reasonable opinion of TMHIN, materially violated the Code, TMHIN is entitled to terminate the business relationship with the supplier with immediate effect.

If the supplier becomes aware of a breach of any of the requirements of the Code by its own employees or TMHIN employees, the Supplier shall inform the same TMHIN as soon as possible to [nirmal.s@tmhin.toyota-industries.com](mailto:nirmal.s@tmhin.toyota-industries.com).

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**DECLARATION BY SUPPLIER**

**APPLICABILITY**

By agreeing to work with TMHIN, the supplier confirms that it, its affiliates and representatives comply with the Code. An “affiliate” refers in this Code to a company that is controlled by the supplier, controls the supplier or is under common control with the supplier.

The supplier shall ensure that its suppliers, sub-contractors, consultants and partners comply with the principles of the Code.

***Acknowledged and approved***

Place \_\_\_\_\_ Date \_\_\_\_\_

Company Name \_\_\_\_\_

Signature with Stamp \_\_\_\_\_