

Philosophy

COMPETENT AUOMOBILES CO. LIMITED ("Company") is committed to ensure that its business is conducted, in all respects and all the times, according to rigorous ethical, professional and legal standards. The Company is also committed to create a workplace, at all of its working locations, that, all the times, is free from harassment and discrimination, where co-workers are respected, and provided an appropriate environment so as to encourage good performance and conduct.

To achieve this goal all Employees are expected to:

- Adhere to this Code in their professional as well as personal conduct
- Treat co-workers with respect, courtesy, honesty and fairness
- Respect different values, beliefs, cultures and religions
- Value the contribution of the people they work with, and work co-operatively
- Not bully, intimidate, harass or discriminate against other co-workers

Scope

This Code is applicable to all directors, senior management and employees of the Company with permanent, probationary, trainee, retainer, temporary or contractual appointment ("Employees").

Purpose

This "Code of Conduct" ("Code") has been formulated in order to foster and maintain Employee trust and confidence in the professionalism and the integrity of the Employees of the Company by ensuring that all Employees adhere to appropriate standards of conduct as set out in this Code, that maintains and enhances the reputation of the Company.

This Code aims to provide guidance to all Employees of the Company on how and in which manner should the conduct of Employees be when they are undertaking business on behalf of the Company and in their personal conduct. The circumstances of conducts as set out below in this Code, although not exhaustive, are intended to cover those situations, which are most likely perceived to be encountered by Employees. In case any Employee encounters any circumstance which is not covered hereunder or in case of any doubt, Employees should seek guidance from their Reporting Manager and/or from the Legal Department and act accordingly.

The Company's reputation and credibility are based upon its total commitment to ethical business practices and also on ethical conduct of its Employees. To safeguard the Company's reputation, Employees must conduct themselves in accordance with the highest ethical standards and also be perceived to be acting ethically at all times. Compliance with all policies of the Company, relevant

applicable laws and regulations is the minimum standard which should be adhered to by all the Employees all the times.

Clauses Covered Under The Code

Dealing with People in the Organisation

Employees, in dealing with each other, shall uphold the values which are at the core of Company's HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. Company will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards

Prevention of Sexual Harassment

The Company is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices. Sexual harassment includes unwelcome sexually determined behaviour such as: unwelcome physical contact; a demand or request for sexual favours; sexually coloured remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

Company maintains an open door for reportees; encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct. A Committee has been constituted to enquire into complaints and to recommend appropriate action, wherever required.

Company demands, demonstrates and promotes professional behaviour and respectful treatment of all employees.

Relationships with Suppliers and Customers

All Employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value, gratuity payments and other payments from suppliers or customers will be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

Legal Compliance

It is the Company's Code to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Heads of the

respective departments (HOD's). The Company cannot accept practices which are unlawful or may be damaging to its reputation. HOD's must satisfy themselves that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting their respective departments and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the Company's Legal Department shall be consulted for advice.

Health and Safety

The Company attaches great importance to a healthy and safe work environment. Company is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping. Particular attention should be paid to training of/guidance to employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

Environment Policies

The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority. Accordingly, the Company is committed to Best Practices in environmental matters arising out of its business activities.

Personal Contact

All Employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

Avoidance of Conflict of Interest

All Employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate.

Transparency and Auditability

All Employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval

mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

Protection of Confidential Information

No Employee shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

Company Facilities

No Employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

Leading by Example

The Company's directors and senior management set the professional tone for the Company. Through both their words and their actions, the organisation's leadership conveys what is acceptable and unacceptable behaviour. Company's Employees must constantly reinforce through their actions and behaviour that Company's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

Waivers

Any waiver of any provision of this Code of Conduct for any employee must be placed for approval before the Company's Board of Directors.

Non Adherence

A breach of the Code / any other observed unethical behaviour may result in disciplinary action against the Employee concerned including, potential dismissal or termination of employment or any other legal action as may be available with the Company or all of the above together.

Duties of Independent Directors - The independent directors shall -

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- 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;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 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.