

Code of Conduct for Employees

CEO's Message



Values and Ethics form the bedrock of our organization and is deeply ingrained in our ethos. At Mahindra Susten, we are unwaveringly committed to upholding the highest ethical standards of corporate behaviour, and our code serves, as a reflection of this commitment. These are the key principles that guide us to always act with integrity, do what is right, and make sound and ethical choices that benefit our customers, support our communities, and inspire our team members.

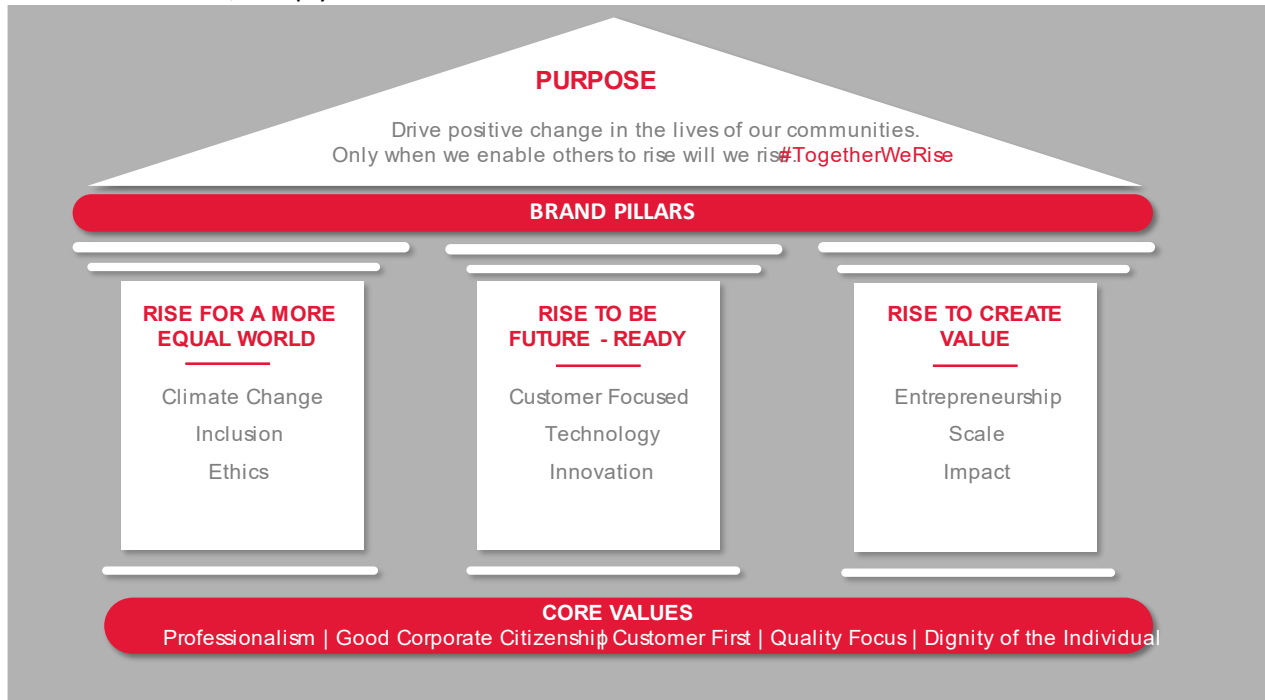
As we navigate our transformative journey, each employee, as a brand ambassador of Susten, bears a personal responsibility, to ensure that their conduct aligns with, and promotes, both the letter and the spirit of the Code of Conduct. Safeguarding our reputation and contributing to Mahindra Susten's ongoing success, requires all of us to take the time to comprehend our refreshed code of conduct and embody the values it encapsulates. This code serves as a lighthouse, guiding us, in making decisions that impact our organization and defining what is and is not acceptable.

If you have questions, need clarification, or are unsure of how our Code applies to your specific situation, do not hesitate to reach out to your Chief Ethics Officer or the Corporate Ethics Committee for answers. Adhering to these ethical principles is fundamental to our future success.

Deepak Thakur
Managing Director & CEO

1. Introduction

Our Code of Conduct sets out what we expect from every single person working for and with Mahindra Susten Pvt Ltd ('Company' or 'Mahindra' or 'MSPL'). It also underlines our responsibilities to our people, partners and shareholders. The Code of Conduct ('Code'), is like a playbook, helps us make ethical decisions and tells us where to go for more information. Employees must follow Mahindra Susten's policies and applicable laws (including but not limited to Anti-Bribery, Anti-Corruption, Anti-Money Laundering, Anti-competition, Sanctions, Trade Regulations). In case of any conflict between provisions of law and the Code, comply with the stricter of the two.



Our Fundamental Beliefs:

- **Professionalism:** We always seek the best people for the job and give them the freedom and opportunity to grow. We support innovation and well-reasoned risk taking, but demand performance.
- **Good corporate citizenship:** We seek long-term success, aligned with the needs of the countries we serve. We do this without compromising on our ethical business standards.
- **Customer first:** We exist and prosper only because of the customer. We will respond to the changing needs and expectations of our customers speedily, courteously and effectively.
- **Quality focus:** Quality is the key to delivering value for money to our customers. Quality is a driving force in our work, in our products and in our interactions with others. We will do it 'First Time Right.'
- **Dignity of the individual:** We value individual dignity, uphold the right to express disagreement and respect the time and efforts of others. Through our actions, we nurture fairness, trust and transparency.

What is the Code of Conduct?

The Code of Conduct is our fundamental policy document, outlining the requirements that every single person working for and with “Mahindra Susten Pvt. Ltd.” (referred to as “Company” from here on in the document) must comply with, regardless of location. We may also have additional policies that we need to adhere to which are specific to role or location.

To whom does the Code of Conduct apply?

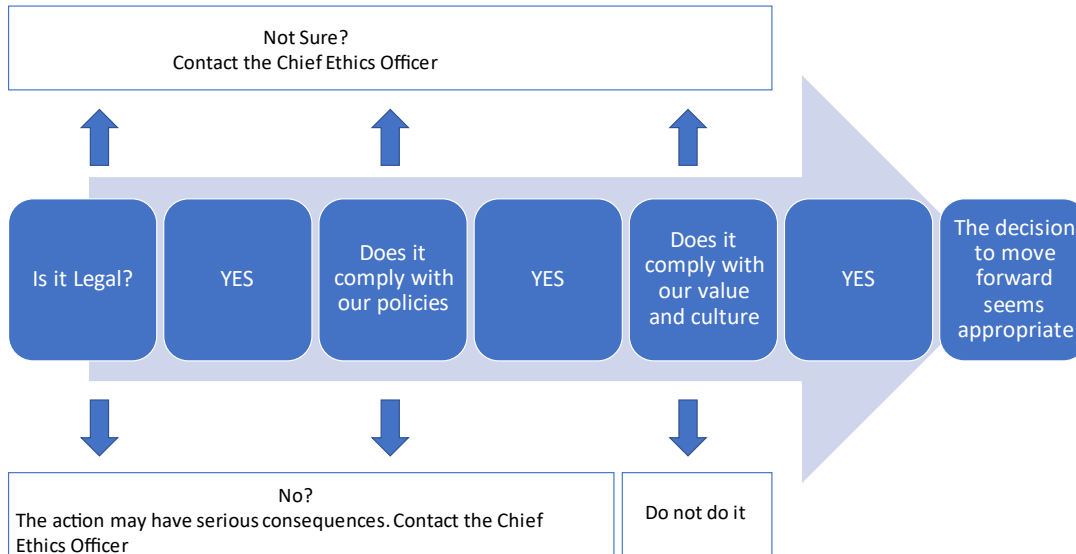
The Code applies to our Company, employees and its subsidiaries. It sets out our expectations of all those who work with us. We also expect those who deal with us to be aware that this Code underpins everything we do and act in a manner consistent with it. In addition, individual business units issue policies that provide more specific guidance about certain business practices. If we need help finding or understanding a policy, or in case we need any clarification or guidance on the Code, we should speak to the Chief Ethics Officer / Corporate Ethics Committee.

What does this mean for us?

The Company expects us to:

- Behave in an ethical manner, taking pride in our actions and decisions.
- Comply with the principles and rules in our Code and fulfil our legal and regulatory obligations.
- Seek guidance wherever required if we feel a working practice is not ethical or safe.
- Report non-compliance or breach of our Code immediately.
- Complete all mandatory trainings assigned, within the prescribed time limit, and strictly practice all guidelines stated in these trainings.

Ethics decision Field: We are responsible for the impact of our business decisions. The following questions should be asked in case of any ethical dilemma:



1. Maintaining Ethical Business Standards

- Accepting from or offering gifts to past, current, or prospective Stakeholders of MSPL is prohibited.
- MSPL follows a Zero Tolerance Policy regarding bribery and corruption or facilitation payment in any business dealings.
- MSPL refrains from being affiliated to any specific political party.
- All business decisions must be made free from any conflict of interest.

A. Conflict of Interest

- i. Employees must not engage in any activity where their personal interests are or appear to be in conflict with their responsibility and duty towards MSPL. Employees must disclose all situations of actual or potential.
- ii. Conflict of interest immediately, when it comes to their knowledge, to their Line Manager, Functional/Administrative Head, CHRO, and the Chief Ethics Officer.
- iii. Receiving remuneration in monetary or non-monetary form is prohibited. If any employee engages in any activity which has a potential economic benefit, then a prior written approval should be taken from the Line Manager, Functional/Administrative Head, CHRO and Chief Ethics Officer.

B. Dealings with relatives and close associates:

- i. Business dealings with a Related Party, Relative, a Related Party of a Relative and close associates must be done only with prior written approval of the Line Manager, Functional/Administrative Head and Chief Ethics Officer.
- ii. Employees must refrain from influencing the decisions with respect to such party.
- iii. Employment of Relatives of employees in positions or assignments within the same department or in the same chain of command is not allowed, except with prior written approval of the CEO & MD and CHRO.

C. Outside employment:

- i. Employees are not permitted to engage in any vocation, employment, consultancy, training assignment, business transaction or any other activity outside MSPL.
- ii. Directorship or advisory board positions on certain recognized charitable organizations (certified by Income Tax) or professional industry forums may be permitted with prior written approval from the Group CFO & Group CHRO.

D. Delivering lectures:

- i. Employees are permitted to deliver lectures at or write articles for reputed educational institutions or professional forums, provided it does not create a conflict of interest with or any reputational damage for any company in the MSPL Group. No remuneration can be accepted.
- ii. Employees must adhere to the directions issued by MSPL on refraining from sharing objectionable or confidential content, obtaining requisite approvals, etc.
- iii. For any other organization, prior written approval from the CHRO should be obtained.
- iv. Any related travel or accommodation cost may be accepted only if borne by a not-for-profit organization and is within the limits of our Travel Guidelines. The CHRO should be given prior written intimation.

E. Directorship in external Companies:

- i. Executives are not permitted to accept any external Directorship / Advisory Board position in 'for profit' organizations.
- ii. In the case of not-for-profit organizations, prior written approval from the Group CFO & Group CHRO should be obtained.

F. Engaging vendors, customers, or any other business partners for personal use:

- i. Employees must not accept favours from or engage with MSPL's stakeholders for personal use on terms other than those available to general public, unless particulars and the value of products or services availed are disclosed to the Line Manager and Functional / Administrative Head and Chief Ethics Officer.

G. Other Appointments:

- i. Employees at the level of CXO and above are permitted to accept positions on boards of trade bodies connected to the business of the Company, Government / Semi Government Bodies and educational institutions provided it does not create a conflict of interest with the business of the company, the Employee's responsibility to the Company or reputation of the company.
- ii. The number of positions that can be held by an employee on any of the above-mentioned establishments will be at the discretion of the Chief Executive officer.

H. Outside investments:

- i. An employee, any Relative or close associate of employee must not make or hold investment either directly or indirectly in any unlisted entity startup or business entity that creates a conflict of interest with the business of MSPL.
- ii. Employees are prohibited from making any investment that may conflict with their work commitments.

I. Anti-bribery and corruption:

- i. Ensure compliance to applicable anti-bribery and anti-corruption laws at all times.
- ii. Do not personally engage in or ignore any instance of someone paying or receiving any bribe, kickback or facilitation payment on behalf of MSPL.
- iii. Any instance of potential bribery or corruption shall be immediately reported to the Chief Ethics Officer.

J. Involvement in political activities:

- i. No political contributions should be made on MSPL's behalf, without prior written approval of the Board of Directors.
- ii. Avoid giving an impression of representing or being the spokesperson of MSPL while associating with any political party or political activities in personal capacity.
- iii. Only authorized personnel should engage in commenting on political process or in policy debate, including lobbying.
- iv. Employees shall co-operate with the Government, Chambers of Commerce and Trade Associations in matters concerning the industry in order to promote, protect and enhance MSPL's business interests.

K. Gifts and entertainment:

- i. Do not accept or offer gifts to past, current or prospective Stakeholders of MSPL unless in accordance with the Gifts & Entertainment policy.

2. Commitment to Business Associates, Suppliers, Customers and Environment.

A. Ensuring Product / Process Quality:

- i. Quality is our most valued asset, and it remains at the core of our business policy. We seek to satisfy our customers' high quality and safety standards.

B. Responsible marketing:

- i. We compete vigorously and effectively with fairness and honesty of purpose. Honesty is our guiding principle in all our pursuits. Only complete and factual statements about the Company and its products and services are made in all our advertising or marketing campaigns.

C. Commitment to our customers:

- i. We must treat our customers ethically, fairly, and in compliance with all applicable laws, unfair or deceptive trade practices shall be avoided. Customer complaints and concerns should be attended to the fullest satisfaction.

D. Commitment to Ethical Sourcing

- i. Only such persons shall be selected to be our business partners whose Code of conduct of business, Core Values, and other business as well as processes align with that of the Company.
- ii. Suppliers must be chosen based on merit. suppliers must abide by all applicable local and international laws.
- iii. suppliers and subcontractors must be treated with fairness and integrity.
(A detailed Supplier Code of Conduct is available on People 2.0)

E. Fair Competition: Competition has to be fair, ethical and within the framework of all applicable competition laws. The following anti-competitive practices are prohibited.

- i. Entering into anti-competitive agreements with competitors, including price-fixing, bid-rigging, market allocation and agreements to restrict supply.
- ii. Exchanging sensitive information with competitors.
- iii. Seeking information about competitors using illegal or unethical means.

F. Commitment to Sustainability

- i. We view sustainability as a vital business strategy that enables us to conduct business by rejuvenating the environment and enabling stakeholders to Rise. The MSPL Sustainability Framework lays out the objectives for business and beyond in three domains – People, Planet and Profit.
- ii. Employees must adhere to the Sustainability Policy by striving to minimize impact on and restore the environment, contribute towards long-term sustainability of products and services, and find opportunities to improve the local environment in the communities we operate.
(A detailed Sustainability Policy is available on People 2.0)

3. Commitment to Stakeholders

- Books, records and disclosures should be maintained accurately. Prevent sharing of non-public information of MSPL.
 - Be watchful of any form of fraud or misconduct, like acts of commission or omission of bribery, pilferage, theft, money laundering, etc. Provide full co-operation during audits and investigations.
 - Recognizing the rights of Investors, only relevant and accurate information and responses should be provided to them.
 - Only authorized personnel are permitted to engage in external communication on behalf of MSPL.
 - We are expected to conduct business as responsible corporate citizens and follow the applicable legal framework of the country in which we operate in spirit and by letter of the law. All of us are expected to know and understand the legal obligations that apply while executing our duties and responsibilities on the job. Ignorance cannot be an excuse for violation of law. Where any provision of the Code conflicts or is inconsistent with applicable law, the provisions of that law must be complied with and would override this Code.
 - We should always ensure that we are conducting business with reputable customers, for legitimate business purposes, with legitimate funds in compliance with the applicable anti-money laundering principles.
 - As and when feasible, the company may venture into international business. We should always comply with the applicable local laws prevailing in such foreign country.
 - Violations of applicable government laws, rules, and regulations may subject us to individual criminal or civil liability. Such individual violations may also subject the Company to civil or criminal liability, or the loss of reputation or business, and both these events may attract disciplinary action by the Company.
- A. Books, records, and public disclosures: Books, records must be maintained and disclosures to the stakeholders must be with the highest standards of accuracy and completeness.
- i. All records must be managed securely throughout their life cycle and should be in compliance with legal, tax, regulatory, accounting, and business retention requirements.
 - ii. Any irregularity, inaccuracy in books and records which may mislead should be immediately reported to the Chief Financial Officer and Chief Ethics Officer.
 - iii. Those authorized to make disclosures of the Company's information must ensure that information provided to the public is true, accurate, and complete. No disclosure should be misleading.
- B. Insider trading and corporate confidentiality
- i. All Employees are required to comply with applicable laws, rules and regulations governing Insider Trading [including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015].
 - ii. Any non-compliance thereof should be reported to the Chief Ethics Officer, who acts as a Compliance Officer under the Insider Trading Regulations.
- C. Audit and investigation
- i. Employees must provide full co-operation and communicate honestly when participating in an audit or internal investigation conducted by authorized personnel / agencies.

- ii. Any request for documents meeting with regulators or lawyers in connection with a legal proceeding or government investigation must be immediately reported to the Line Manager, Functional/Administrative Head and company's Legal Team for guidance.

D. Fraud and misconduct

- i. Any fraudulent behaviour, misrepresentation or misconduct is liable to be investigated and the employee(s) concerned is liable to face appropriate disciplinary and/or legal action. Acts of commission or omission which are detrimental to the business of the Company i.e., bribery, fraud, pilferage, theft, unrecorded sales or purchase, partial recording of income, etc. are termed as misconduct.
- ii. We are all responsible for reporting fraud, falsification, and manipulation of data and information.
- iii. Any knowledge of fraud, falsification and manipulation of data and information must be reported immediately.

E. Investor relations

- i. Respect the investor's rights to express their views during meetings on matters forming a part of agenda.
- ii. All investors should be treated equally such that the information sharing across such investors is consistent.
- iii. Any concern or violation should be reported to the Chief Ethics Officer and Chief Financial Officer immediately.

F. External communication

- i. Employees must refrain from discussing MSPL's business with any outside party.
- ii. Communication about our competitors and their products must be accurate and factual.
- iii. When using social media, do not speak on behalf of MSPL.
- iv. Refrain from disclosure of confidential information, using third-party logos or trademarks.
- v. Those authorized to make disclosures of MSPL's information must ensure that information provided to the stakeholders is true, accurate and complete.
- vi. Employees must adhere to MSPL's guidelines relating to disclaiming materials and opinions posted as personal.
- iv. Seek guidance on such external communications from the Group Communications Team.

4. Behaviour at Workplace

- At MSPL, our people are the foundation of our business, which is why MSPL provides a safe and healthy work environment, equal opportunity, inclusion, fair and equal treatment to all its employees.
- Employees must always be humble, courteous and must behave in a decent and professional manner.
- MSPL has 'Zero Tolerance' towards harassment of any form, including sexual harassment.
- MSPL condemns physical / verbal assaults, possession of weapons or being under influence of narcotic or other intoxicating substances or alcohol while at work.

A. Equal employment opportunity and respecting diversity and human rights

- i. Fair and equitable treatment should be provided to all stakeholders and no employment decision shall be based on factors such as gender, race, colour nationality, physical or mental disability, sexual orientation, marital status, etc.
- ii. Respect stakeholders' right to freedom of speech, provide safe and humane working conditions and promote a positive work environment.
- iii. Recognize the importance of maintaining and promoting fundamental human rights in all operations. We strictly prohibit forced labour and child labour.
- iv. We never discriminate or treat employees or job applicants unfairly and are committed to provide equal opportunity in employment. No decisions should be made on the basis of gender, race, colour, nationality, ancestry, religion, physical or mental disability, medical condition, sexual orientation, or marital status.

(A detailed Equal Opportunity Policy is available on People 2.0)

B. Conduct at the workplace.

- i. Always be humble, courteous, respectful, properly groomed, neatly dressed and behave in a decent and professional manner.
- ii. Do not engage in or tolerate any form of violence/bullying, physical/verbal assaults, threats, or any expression of hostility, intimidation, aggression, or ragging. Possession of weapons at workplace is prohibited.
- iii. We are not permitted to use, possess, sell, transfer, manufacture, distribute, or be under the influence of illegal drugs or alcohol on Company workplace premises, while at work during working or non-working hours
- iv. Use of alcohol at MSPL sponsored event is permissible only with the prior approval of Line Manager, Functional/Administrative Head and Chief Ethics Officer.

C. Freedom from harassment

- i. Avoid any action or behaviour that could be viewed as harassment (including but not restricted to a behaviour that creates offensive, intimidating, humiliating, or hostile work environment, physical or verbal, unwelcome sexual advances or remarks, offensive jokes and disparaging comments, sexually explicit graphics, pictures, videos, animation, etc. regardless of our intentions).
- ii. In case of any complaint of sexual harassment, MSPL has put in place a process to appropriately, sensitively and expeditiously deal with it through the designated internal complaints committee. The Company sets a standard of 'zero tolerance' against harassment.
- iii. Strict disciplinary action will be taken against any employee found guilty of any kind of sexual harassment. (A detailed Prevention of Sexual Harassment Policy is available on People 2.0)

D. Health and safety

- i. We are committed to maintaining the highest standards of health and safety.
- ii. We own and operate facilities with the necessary permits, approvals, and controls that are designed to protect health, safety, and the environment. Our contractors and other third parties are expected to commit to the same levels of health and safety standards.

5. Safeguarding Assets and Information Management

Employees must safeguard and responsibly use MSPL's assets. Prevent loss/ leakage of confidential information and infringement of Intellectual Property rights.

A. Protection and responsible use of corporate assets and information technology

- i. All Employees are personally responsible for safeguarding MSPL's assets (including property, time, proprietary information, corporate opportunities, funds, and equipment) and information from misappropriation, theft, destruction, abuse and wastage.
- ii. Ensure use of MSPL's assets for business purposes only. Occasional personal use is permissible provided it does not compromise MSPL's interests or result in undue abuse of resources.
- iii. Report immediately if any actual or potential cyber security issue is encountered.

B. Protect confidential information of the Company, its stakeholders, and its business associates

- i. Employees shall not disclose MSPL's non-public information and / or Personally Identifiable Information that might be detrimental to the interests of MSPL.
- ii. Confidential Information must be stored only on assets / devices owned by MSPL. Prior written approval must be obtained from Line Managers, Functional/Administrative Head and CFO to store data on alien devices.
- iii. MSPL respects the privacy of individuals and is committed to protecting Personally Identifiable Information. We shall lawfully process personal data in accordance with applicable data protection and privacy laws.
- iv. Employees are permitted to disclose confidential information among fellow colleagues or third parties who have legitimate clearance on a 'need-to-know' basis. v. Promptly report any loss, theft or destruction of confidential information, intellectual property or data, to the CFO & Chief Ethics Officer

- v. The following information (indicative list) is normally considered as confidential:
 - Customer lists
 - Financial or non-financial information known as a result of one's position with the company.
 - Terms, discount rates, or fees offered to particular customers or suppliers.
 - Marketing or strategic plans
 - Trade secrets, IPR, including manufacturing and marketing processes and techniques.
 - Software, risk models, tools, and other systems or technology developments
 - Names, contact addresses, email addresses, government IDs, credit cards, bank account details, photos, videos, or any combination of that information belonging to customers, vendors, and/or employees.
- vi. We should disclose confidential information only to:
 - Fellow Company employees or third parties who have a legitimate clearance, on a 'need-to-know basis.
 - Those who have a clear duty or obligation to keep the information confidential.
 - Those who have a legal obligation to disclose this information as required.

C. Intellectual Property and trademarks

- i. Respect the Intellectual Property rights of others and never infringe them.
- ii. Strictly adhere to brand guidelines while preparing advertising and promotional materials using Mahindra's name.
- iii. Only licensed software should be used on MSPL's electronic devices.

6. Administering our Code and Reporting Violations

A. Issuance of and amendments to our Code

- i. The Corporate Ethics Committee (CEC) is constituted by the Board of Directors for the implementation and monitoring compliance with the Code. The CEC is also responsible for reviewing the efficacy of the Code and suggesting amendments when necessary.
- ii. In case of any guidance required on the Code or policies, Employees are encouraged to approach the Chief Ethics Officer ethics-susten@mahindra.com
- iii. The Board of Directors of the Company has set up the Corporate Ethics Committee (CEC) reporting to the Board of Directors, which will oversee the implementation of the Code, policies, and their compliance. It is also the responsibility of the CEC to review the efficacy of these policies and suggest amendments to make them relevant to changing times. The CEC is responsible for monitoring compliances with the provisions of this Code. Systems and policies should be clear and transparent and shall be documented in manuals that serve as a valuable tool for learning and governance. The CEC shall review the provisions of the Code from time to time and suggest such amendments as it considers necessary, to be relevant in changing circumstances.
- iv. In case of any clarification, consultation, or any discussion required on any matters relating to the Code, we are encouraged to approach the Chief Ethics Officer for the same.

B. Investigation of reported Code violations

- i. Violations reported are seriously considered and kept confidential. Thorough investigation of all allegations should be conducted by the designated teams.
- ii. Co-operate in internal investigations. Failure to do so may result in disciplinary action.
- iii. MSPL strives to:
 - Protect confidentiality;
 - Inform Employees about the accusations reported against them where possible.
 - Allow Employees to review / rectify information reported if permissible.

C. Obligations of Line Managers and others receiving reports of potential Code violations

- i. Line Managers must ensure they comprehend the Code and always abide by it. MSPL encourages employees to talk to the Line Managers about their concerns.
- ii. Have an active dialogue with the reportees and support them in their concerns.
- iii. Act to stop violations of the Code or the law.
- iv. Raise all concerns to the appropriate level and function.

D. Reporting violations (whistleblowing)

- i. The Board of Directors and the CEC must ensure that the principles highlighted in the Code are properly communicated and understood by the employees.
- ii. Any actual or potential breach of MSPL's Code must be reported irrespective of the parties involved, to any of the following:
 - Any Senior Leader of the Company
 - Direct communication to the Chief Ethics officer/ Corporate Ethics Committee Members / Ethics Counsellors.
 - Email to the common ID: ethics-susten@mahindra.com
 - Third Party Ethics Helpline Service Portal: <https://ethics.mahindra.com> (24/7 availability)
 - Toll free No: 000 800 100 4175 (24/7 availability)
 - Chairperson of Susten Audit Committee:
chairmanauditcommittee@mahindra.com
 - Letter addressed to the Chief Ethics Officer on the following address:
Mahindra Susten Pvt Ltd.
6th Floor, Embassy 247 Park B,
Lal Bahadur Shastri Marg,
Gandhi Nagar, Vikhroli, Mumbai – 400083

E. Disciplinary action

- i. Individuals who fail to comply with the Code, policies, procedures and guidelines, as well as applicable laws and regulations, will be subject to disciplinary action as per the penalty framework, which may include penalties, suspension or even termination of employment. In addition, if deemed necessary by the management, appropriate regulatory authorities will be informed, and civil or criminal action may be initiated.

F. Signature and acknowledgement

- i. All new and existing employees must sign an acknowledgement form on a periodic basis, confirming that they have read the Code and agree to abide by its provisions. Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

G. Waivers

- i. Waiver of any provision of this Code, for employees of the Company, must be approved by the Chief Ethics Officer. (Refer Appendix 3 & 4 for format for Disclosure & approval)

H. Non-retaliation

- i. MSPL does not tolerate any form of retaliation against anyone who:
 - Reports suspected violation in good faith.
 - Participates in assisting or co-operating in any investigation. Any person found guilty of retaliation will be subject to appropriate disciplinary action.

7. Process for dealing reported Violations:

A. Enquiry:

- i. The Ethics Committee meeting would be convened with 15 days of reporting of the violation.
- ii. The Committee shall make the inquiry into the complaint in accordance with the principles of Natural Justice.
- iii. A minimum number of three members of the Committee, including the Chief Ethics Officer should be present for conducting the inquiry.
- iv. All related parties will be given reasonable opportunity to be heard by the Committee. A copy of the findings shall also be given to all related parties to enable them to make representations against the findings before the Committee.
- v. This inquiry will be completed within 90 days of the convened meeting unless the reported violation necessitates further deeper investigations or in highly complex cases which require external investigation. Further, within 10 days of completion of the inquiry, the Committee will formally record the result of the inquiry and forward its recommendations for appropriate action to the concerned officers of the company who will act upon such recommendations within 60 days of receipt.

B. Procedure to be followed by the Committee for conducting an inquiry.

For the purpose of conducting an inquiry into any complaint received by it, the Committee may:

- i. Summon and enforce the attendance of any person and examine him/her on oath;
- ii. Require the discovery and production of documents.

C. Preparation of report and sharing

The Committee will prepare an annual report and share with the Board which shall contain the following details:

- i. Number of complaints of CoC violations received in the year.
- ii. Number of complaints disposed of during the year.
- iii. Number of cases pending for more than 90 days.
- iv. Nature of action taken by the concerned officers of the company.

8. Corporate Ethics Committee

The Roles and Responsibilities of the Corporate Ethics committee, Chief Ethics Officer and the Ethics Counsellors are defined below. These responsibilities are indicative and not restricted to the mentioned duties.

A. Role of Corporate Ethics Committee

- i. The role of the Corporate Ethics committees is to oversee compliance with the rules of conduct, standards and policies that guide the company.
- ii. Committees is made up of executives from various departments.
- iii. An ethics committee can serve a number of roles consisting of a range of responsibilities:
 1. Conflict Resolution all way around
 2. Oversee Compliance to Company standards.
 3. Conduct reviews and deliver discipline.
 4. Review company Ethics policies and recommended changes

B. Role of Chief Ethics Officer:

- i. Ensuring that ethical culture/ procedures are institutionalized and consistently adhered to throughout the organization.
- ii. To ensure that Code of conduct is followed by all the employees in the organization.
- iii. Review existing ethics practices/ policies & carry out changes as may be recommended by the Ethics Committee.
- iv. Identify potential violation risks and create a mitigation plan.
- v. Review violations reported by employees using the available modes (email, letters, etc.)
- vi. Conduct unbiased investigations for cases reported through various modes & recommend appropriate penalties/ disciplinary actions.

C. Role of Ethics Counsellor:

- i. First touchpoint for employees to spread awareness and clarify dilemmas.
- ii. Would listen to the grievances being reported by the employees.
- iii. Would report ethics related issues to the Chief Ethics Officer & then to the Business Head as deemed fit/ advised by the Chief Ethics Officer.

LIST OF POLICIES

- **MAINTAINING ETHICAL BUSINESS STANDARDS**
 - i. Anti-bribery and Anti-corruption Policy
 - ii. Policy on Gifts and Entertainment

- **COMMITMENT TO BUSINESS ASSOCIATES, SUPPLIERS, CUSTOMERS, AND THE ENVIRONMENT**
 - i. Sustainability policy
 - ii. CSR Policy
 - iii. ZWL (Zero waste to landfill) policy
 - iv. Supplier Code of Conduct

- **BEHAVIOUR AT THE WORKPLACE**
 - i. Policy on Prevention of Sexual Harassment
 - ii. Occupational Health and Safety policy

- **ADMINISTERING OUR CODE AND REPORTING VIOLATIONS**
 - i. Whistle-blower Policy

Name of the Document	Code of Conduct
Version	V 5.1
Type of document	Policy Document
Company	Mahindra Susten Pvt. Ltd.
Prepared By	HR Team
Reviewed By	Pratik Mehta CHRO Rakesh Khaitan CFO
Approved By	Deepak Thakur MD & CEO
Owner of the Document	Corporate Ethics Committee
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