

Code of Business Conduct and Ethics

PHILOSOPHY ON CODE OF GOVERNANCE

Sundram Fasteners Limited (SFL), in line with TVS philosophy, truly believes in independence, responsibility, transparency, professionalism, accountability and code of ethics, which are the basic tenets of corporate governance. SFL always believes to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices. SFL has always focused on corporate governance as a means to maximize long-term stakeholders' value through disciplined and sustained growth and value creation.

CODE

This Code of Business Conduct and Ethics helps to ensure compliance with legal requirements and standards of business conduct. The Board of Directors ('the Board') has adopted a Code of Business Conduct and Ethics ('the Code') for all Board members and Senior Management personnel viz. all members of management one level below executive directors, including all functional heads. Company Secretary is the Compliance Officer for the purposes of the Code.

HONESTY & INTEGRITY

All Board members and Senior Management personnel shall:

- conduct their activities, on behalf of SFL and on their personal behalf, with honesty, integrity and fairness;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated;
- act in the best interests of SFL and SFL shareholders and fulfil the fiduciary obligations; and
- not engage in conduct likely to bring discredit upon SFL

CONFLICT OF INTEREST

All Board members and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of SFL or the group companies.

CORPORATE OPPORTUNITIES

All Board members and Senior Management personnel shall not exploit for their own personal gain, opportunities that are discovered through the use of SFL property, information or position unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity.

CONFIDENTIAL INFORMATION

All Board members and Senior Management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in office of SFL and ensure always Information Security Policy of SFL.

CONFIDENTIAL INFORMATION OF OTHERS

SFL is required to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information. All Board members and Senior Management personnel shall not attempt to obtain a competitor's confidential information by improper means.

PROTECTION OF ASSETS

All Board members and Senior Management personnel must protect SFL's assets and shall not use the same for personal benefit, unless approved by the Board.

REGULATIONS

All Board members and Senior Management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under Take-over and Insider Trading Regulations and shall report actual non-compliances, if any, of law, this Code, or other SFL policies or procedures to the Board.

WAIVERS

Any waiver of this Code may be made only by the Board and will be promptly disclosed. Having regard to the business practices, or the legal and regulatory framework applicable, the Board will review, revise or update the Code, as it deems appropriate.

AFFIRM COMPLIANCE

All Board members and Senior Management personnel shall affirm compliance with the Code on an annual basis.

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