

# Delphi - TVS Technologies



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**\* This policy is over and above Certified Standing Orders of the company applicable to all employees.**

## **POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORK**

### **Objective:**

The Sexual Harassment Act has been enacted with the objective of providing women protection against sexual harassment at the workplace and for the prevention and redressal of complaints of sexual harassment. Sexual harassment is considered as a violation of the fundamental right of a woman to equality as guaranteed under Articles 14 and 15 of the Constitution of India (“Constitution”) and her right to life and to live with dignity as per Article 21 of the Constitution. It has also been considered as a violation of a right to practice or to carry out any occupation, trade or business under Article 19(1)(g) of the Constitution, which includes a right to a safe environment free from harassment.

The definition of sexual harassment in the Sexual Harassment Act is in line with the Supreme Court’s definition in the Vishaka Judgment and includes any unwelcome sexually determined behaviour (whether directly or by implication) such as physical contact and advances, demand or request for sexual favours, sexually coloured remarks, showing pornography, or any other unwelcome physical verbal or non-verbal conduct of sexual nature.

The Sexual Harassment Act stipulates that a woman shall not be subjected to sexual harassment at any workplace. As per the statute, presence or occurrence of circumstances of implied or explicit promise of preferential treatment in employment; threat of detrimental treatment in employment; threat about present or future employment; interference with work or creating an intimidating or offensive or hostile work environment; or humiliating treatment likely to affect the lady employee’s health or safety may amount to sexual harassment.

### **1. Importance of this Policy**

- 1.1. At Delphi-TVS Technologies Limited, it is our desire to promote a healthy and congenial working environment irrespective of gender, caste, creed or social class of the employees. We value every individual and are committed to protect the dignity and respect of every individual. Therefore, we have zero-tolerance for sexual harassment and any act of sexual harassment will invite serious disciplinary action. This policy is meant to educate the employees about what conduct constitutes sexual harassment, the ways and means which we are adopting to prevent occurrence of any such event, and in the unlikely chance of such an occurrence, to enable a fair mechanism for dealing with such conduct.
- 1.2. This policy is made under the overall ambit of the DTVS Code of Conduct and The Sexual Harassment at Work Place (Prevention, Prohibition, Redressal) Act 2013.

## 2. Scope and Applicability

- 2.1. DTVS Policy is gender neutral and cover all the employees of DTVS of all locations
- 2.2. Sexual Harassment of any nature will be treated as a misconduct of service rules and unlawful, irrespective of who is involved in the behaviour.
- 2.3. The policy will be applicable to all workplaces as defined by the Act and is not restricted to DTVS premises only but also applicable to wherever employees have occasion to interact with each other may include, for example, company vehicles, third party premises, offsite meetings and office parties at external venues or any other forum which may be defined as extended workplace by the Management.

**Note:** DTVS holds the sole prerogative to decide whether or not to cover an incident within the framework of this policy or provide assistance to the aggrieved as it deems fit.

- 2.4 It covers harassment of women by men, or men by women or between the same sexes.
- 2.5 Harassment is unlawful irrespective of who is involved in the behaviour.

## 3. What constitutes Sexual Harassment?

- 3.1 Sexual Harassment as defined under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 includes such unwelcome sexually determined behaviour (whether directly or by implication) as:
  - a. Physical contact and advances
  - b. A demand or request for sexual favours.
  - c. Sexually coloured remarks.
  - d. Showing pornography or
  - e. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.
- 3.2 If the following circumstances exist in relation to any behaviour, that is, if any act is done under the following circumstances that would also count as sexual harassment:
  - a. The submission to the conduct is made a condition of employment
  - b. The submission to, or rejection of the conduct is used as the basis for an employment decision;
  - c. There is any explicit promise of preferential treatment, detrimental treatment, threat
  - d. Any humiliating treatment that may affect a person's sense of health or safety while at work
  - e. The conduct creates or could create or lead to an offensive, intimidating or hostile working environment or could interfere with individual's work performance

- f. Implied or explicit threat of detrimental treatment in employment
- g. Implied or explicit threat about present or future employment status

A more elaborate list of indicative behaviours that constitute sexual harassment is enclosed in **Annexure A**.

- 3.3 Additionally, DTVS holds the right to prohibit any conduct that may reasonably be interpreted as harassment whether or not such conduct is pervasive and severe enough to meet the technically legal requirement of harassment.

**Note:** It is the impact or effect of the behaviour on the recipient and not the intent of the offender that is critical in an assessment of such issues / cases.

Additionally, ignorance of any aspect of this policy will not be a defence during an enquiry on the matter.

#### **4. Internal Complaints Committee- ICC (Anti-Sexual Harassment Committee)**

Every complaint received shall be forwarded to the ICC formed under the manual of redressal. The investigation shall be carried out by ICC constituted for this purpose.

ICC has been constituted of the following members as nominated by the Company:

- a. A woman employee at a senior position amongst the employees shall act as Presiding Officer of the committee.
- b. Not less than 2 members from amongst employees preferably committed to the cause of women or who have had experience in social work or have legal knowledge.
- c. One member shall be from amongst Non – governmental organizations or associations committed to the cause of women or a person familiar with the issues relating to sexual harassment.

At least half of the total members of the committee have to be women. The Presiding Officer and every member shall hold office for such period, not exceeding three years, from the date of their nominations as may be specified by the employer.

#### **5. Complaint Redressal Mechanism:**

Any aggrieved person may make, in writing, a complaint of sexual harassment to the committee giving details of the sexual harassment meted out to her/him within a period of one year from the date of incident.

- 5.1. The Presiding Officer or any Member of the ICC can render reasonable assistance to the aggrieved person for making complaint in writing, in case the he/she is unable to do so.
- 5.2. In case the aggrieved person communicates verbally to his/her Section Head, HR Manager, or any other employee about any incident/s, they are encouraged to forward the complaint in writing to the ICC. A complainant may also email the complaint to: [posh@delphitvs.com](mailto:posh@delphitvs.com)

5.3. Names of the members of the Internal Complaints Committee is displayed on DTVS notice boards.

The format for the complaint is provided in **Annexure B**.

5.4. Anonymous complaints are generally discouraged as details of people involved are essential to the formal investigation process.

5.5. On receipt of complaint, the ICC shall decide the place and time for hearing the complaint and shall intimate the date, time and place of hearing to the Complainant and Respondent. The ICC shall follow the principle of Natural Justice while handling such complaints.

5.6. Where the aggrieved person is unable to make a complaint on account of their physical (or) mental incapacity, the following parties can help writing a complaint with the prior consent of the individual.

- Relative / friend
- Co worker
- An officer of National commission for women / State Women's commission.
- Special Educator
- Qualified Psychiatrist / Psychologist.
- Guardian
- Any person who has knowledge of the incident (only with the written consent of the aggrieved person).

5.7. ICC on receipt of such written complaint, may, if required ask the aggrieved person to furnish additional information about the alleged harassment.

The complainant or person authorized on his/her behalf as per above provision, shall make a complaint to the ICC through the following mode:

- i) On receipt of such complaint, ICC shall provide a copy along with supporting documents of such complaints to the Respondent within 7 working days.
- ii) Respondent shall file reply within 10 working days of receipt of the complaint along with list of documents, names and addresses of witnesses
- iii) ICC shall investigate in detail into the matter of the complaint. The ICC shall have the right to call the person against whom the complaint is made or any other witnesses as and when necessary.
- iv) ICC shall have the right to terminate the enquiry or give ex-parte decision on the complaint, if the Respondent or complainant remains absent for 3 consecutive hearings, without giving sufficient cause
- v) ICC must complete its investigation within a period 90 day from date of receipt.
- vi) The parties shall not be allowed to bring any legal practitioner to represent them in their case at any stage of the proceedings before the ICC.

- vii) For conducting the enquiry, the quorum of the ICC shall be 3 members including the Presiding Officer.
- 5.8. The ICC may before be initiating an inquiry, and at the aggrieved person's request, attempt to settle the matter through conciliation. However, ICC shall ensure that:
  - a) Monetary settlement will not be made as a basis of conciliation.
  - b) Where a settlement has been arrived, the settlement terms shall be signed by both the parties and shall be provided with a copy of it.

Where, a settlement is arrived as mentioned hereinabove no further enquiry shall be conducted by the ICC.

- 5.9. During such enquiry, upon written request by the aggrieved person, the committee may at its discretion recommend:
  - a) to transfer the aggrieved person or the respondent to any other workplace;
  - b) to grant leave to the aggrieved person of up to three weeks which is in addition to leave to which she is otherwise entitled. provided, the aggrieved person has to tender justified reason for such transfer or leave, such as threat to work in the workplace.
- 5.10. The Committee maintains a Register of the Complaints received and the final conclusion of the investigation. The Register must be kept in lock & key and must be made available on the demand of the Management or if asked by some of the Government Authority.

## **6. Action:**

- 6.1 If the allegation against the respondent has not been proved, the Committee may recommend that no action needs to be taken in the matter.
- 6.2 If the ICC arrives at the conclusion that the allegation against the respondent has been proved, it shall recommend to:
  - i) Take action for sexual harassment as a misconduct.
  - ii) To tender written apology to the complainant, issue warning, withholding of promotions / increments of the Respondent, terminating the Respondent.
  - iii) To deduct from salary / wages of the respondent or issue direction to consider appropriate to be paid to the payment; such sum as it may allow, as it may determine. aggrieved person.

## **7. Protection against retaliation**

- 7.1 Retaliation is a serious violation of this policy and any person found to have retaliated against an individual for reporting harassment will be subject to appropriate disciplinary procedures even if the original complaint is not proven.
- 7.2 DTVS forbids any form of retaliation against anyone who has reported a suspected episode of harassment or has cooperated in any investigation involving a reported case.

- 7.3 If anyone feels that he/she is experiencing retaliation of the nature of intimidation, pressure to withdraw the case or threats for reporting, testifying or otherwise participating in the proceedings, should report the matter to the ICC. As with complaints of harassment, this too will be treated as a misconduct and DTVS will take appropriate action to prevent / rectify the retaliation.

## **8. Appeals and Alternate Legal Remedies**

- 8.1 An employee who feels that his/her complaint or a retaliation complaint did not receive prompt and fair response/resolution may contact Ethics Committee.
- 8.2 Additionally, nothing in this policy shall prevent the aggrieved person or the respondent from pursuing formal legal remedies or resolution through Govt. agencies or the courts of law of the country.

## **9. Malafide complaint**

- 9.1. If after inquiry, it is found that the complaint was raised with a malafide intent, the company can treat such malafide complaint as a major misconduct and decide on appropriate disciplinary action against the person concerned including termination of services. Lack of evidence to support complaint does not indicate a malafide intention.
- 9.2. If the Committee found the complaint false, away from the truth and vague then the Committee members shall instruct & warn the complainant not to repeat the same. However, the respondent may file a complaint against the complainant for damages of his/her moral turpitude.
- 9.3. Wrongful allegations and breaching confidentiality in this regard will be viewed seriously at DTVS.

## **10. Aggrieved person / witnesses / supporters not to be penalized.**

If a complaint of harassment is dismissed by the ICC under this policy, and proved that it was not made with any malicious intent no action whatsoever may be taken in regard to the same against the aggrieved person / witnesses/ supporters.

## **11. Confidentiality**

DTVS will exercise utmost care in ensuring confidentiality of the process, protection of the victim / harassed and treat the entire process with dignity and merit it deserves.

## **12. Consensual Sexual Relationships**

DTVS discourages sexual relationships between a member of Management or other supervisory employee and his or her staff (an employee who reports directly or indirectly to that person), because such relationships tend to create compromising conflicts of interest of work.

### **13. Duties of the Employer (Delphi TVS):**

- 13.1 Provide a safe working environment at the workplace.
- 13.2 Display at any conspicuous place in the workplace, the composition, contact details of Internal Committee including the penal consequences of sexual harassments
- 13.3 Organize workshops and awareness programmes at regular intervals for sensitizing the employees with the provisions of the Act and orientation programmes for the members of the Internal Committee in the manner as may be prescribed;
- 13.4 Provide assistance to the woman if she so chooses to file a complaint in relation to the offence under the Indian Penal Code (45 of 1860) or any other law for the time being in force;
- 13.5 Monitor the timely submission of reports by the Internal Committee.

### **14. General**

- 1.1 All employees in DTVS have a responsibility in contributing to a mature and respectful work environment. With this in view, DTVS shall undertake all reasonable measures to educate its employees on the provision of the Act and organize regular training and sensitization sessions about the policy among its employees. The coverage and frequency of these session will be as decided by Management of Delphi TVS
- 1.2 All employees are personally responsible for their actions and must ensure that their behaviour does not constitute sexual harassment whether it happens deliberately or otherwise.
- 1.3 DTVS reserves the right to modify and amend the provisions of this policy, so as to comply with applicable legal requirements, internal policies, or with a view to finetune or alter the provisions of this Policy to the extent deemed necessary from time to time.
- 1.4 This Policy shall be applicable and will be in addition to and not in derogation of the provision of any other policy and service rules for the time being in force within the Organisation.

Through various training and awareness sessions, DTVS will make employees aware of their roles and responsibilities in implementation of this policy.

Note: DO NOT publicize an alleged harassment without following the reporting procedure. Any breach of confidentiality will be treated as a separate misconduct. Any questions / clarifications you may have in this regard can be raised with your HR Manager.

## **Annexure A**

### **Behaviours that constitute Sexual Harassment**

Harassment includes unwelcome words, acts or displays.

Any behaviour that falls in this list or has the same impact as any of these, on an employee, will invite appropriate disciplinary action including separation from the organization.

#### **Verbal harassment includes:**

- Any taunting snide remarks based on sex (including pregnancy, childbirth or related medical condition), sexual orientation, gender identity, marital status or personal appearance,
- Using abusive and offensive language or comments that put down people because of their sex or sexual orientation, phone calls or messages on electronic mail or computer networks which are threatening, abusive or offensive to employees.
- Sexual messages, text, or images which may be perceived by the recipient as creating a hostile work environment.
- Suggesting or insisting that someone wear revealing clothing,
- Intrusive questions about sexual activity, Tales of sexual exploits, comments about people's (women / men) bodies or intruding on the privacy of an employee,
- Repeated requests for sexual favours, sexual advances or repeated pressure for dates and social contact especially when person invited has refused /ignored similar invitations.
- Sexually suggestive comments, sexually coloured propositions, insults or threats.
- Telling lewd jokes about sex or sexual orientation.
- Singing or humming vulgar songs, ballads or words.

#### **Nonverbal harassment includes:**

- Graphic descriptions of pornography including graffiti in the office premises.
- Displaying of books, photographs, paintings, films, pamphlets, packages, etc. containing 'indecent representation of women/men', or
- Material that is sexual in nature, sexist, sexually explicit is displayed in the workplace, circulated, or put in someone's workplace or belongings, or on a computer or fax

machine or on the internet or any other public display system or public in the work premises.

- Offensive gestures, staring, leering or whistling with the intention to insult or discomfort another.
- Even if not directly done to a particular individual, uttering a word, making a gesture or exhibiting any object with the intention that such word, gesture, or object be heard or seen by an employee.
- Sounds, gestures, or display of offensive books, pictures, cartoons, magazines, calendars; or derogatory written materials at one's desk or workplace.
- Suggestive letters, phone calls, electronic instant messaging or e-mail messages.

**Physical harassment includes:**

- Intentional touching of the body, e.g. Unwelcome hugs, kisses, brushing, pinching, patting etc.
- “Accidentally “brushing sexual parts of the body,
- Any displays of affection which can make others uncomfortable or are inappropriate at the workplace even if the recipient welcomes it.
- Indecent exposure or coerced sexual intercourse.
- Use of technology to induce different remote sensations on the body including, but not limited to pain and sexual stimulation,
- Sexual assault or using criminal force to any woman, intending to outrage or knowing it to be likely that he will thereby outrage her modesty.



## **ETHICS AND CODE OF CONDUCT FOR EMPLOYEES**

### **Code of Conduct and Ethics:**

Maintaining high standards of ethics and integrity requires courage, personal strength, and sometimes making difficult choices. It may require forgoing what appear to be personal or business opportunities

### **Scope**

This policy on Code of Conduct and Ethics applies to all employees of Delphi TVS Technologies Limited. DTVS is referred to herein as “Company”.

### **Purpose**

Our organisation founded on the basic philosophy of Trust, Value and Service is proud of the Values with which it conducts the business and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions.

The Code of Conduct and Ethics serves to

- Emphasise the company’s commitment to ethics and compliance with the Law
- Set forth the basic standard of Ethical Behaviour to the “employees”
- Make the “Code of Conduct” part of the service conditions under the Contract of appointment.
- Facilitate prevention and detection of wrong doing
- Fix the accountability for Adherence to the Code
- Establish effective auditing and reporting mechanism

### **Composition of the Ethics Committee**

The Ethics Committee comprises of members appointed by the Chairman & Managing Director of the organization and subject to review every year.

**The present Ethics Committee members are: Mr. T. K. Balaji, Chairman & Managing Director, MS. Priyamvada Balaji, Director, Mr. A. Viswanathan, President, Mr. B. Swaminathan - Chief Financial Officer and Mr. K. Balaji, Vice President – People & Culture.**

## **1. Equal Opportunities for all**

Our company believes in providing equal employment and advancement

opportunities to all individuals on all employment decisions. Employees are expected to treat their fellow employees with fairness and respect. All employees regardless of their race, colour, religion, sex, marital status and nationality or disability will be given equal opportunity to succeed. All employees are expected to foster an environment that encourages each employee to develop his or her respectfulness to the fellow employees without interference from discriminatory, unequal or harassing treatment. Employee policies and practices shall be administered in a manner that ensure that in all matters equal opportunity is provided to those eligible and the decision are merit based.

## **2. Honesty and Fairness**

It is expected that all employees in the Company treat the people they interact, both within and outside the Company, with respect and in a manner that their self-esteem and dignity are maintained at all times.

All employees will work together in a collaborative manner as a well-knit team towards achieving the business goals, putting before the interests of the Team and the Company. They will work in a manner that is honest, straightforward & fair, respectful of the roles & views of others and actively listening & dialoguing with the team mates. Employees will freely share required information with each other, learn from each other, help one another to develop & grow and contribute towards making the experience of working in DTVS enduring.

## **3. Harassment / Bullying**

DTVS is committed to provide a work environment free of unlawful harassment such as sexual harassment, harassment based on age, race, religion, caste, ethnic origin, disability unrelated to the role, marital status, sexual orientation, pregnancy / childbirth or any other basis.

No employee will indulge in or condone harassment of any kind of the above nature.

A separate policy on prevention of Sexual Harassment spells out further details on this particular type of harassment.

## **4. Conflict of Interest**

A Conflict of Interest exists when a person's private interest interferes with the interests of the company. A conflict can arise when an "Employee" takes actions or has interests that may make it difficult to perform his or her work for the company objectively and effectively.

A Conflict of Interest actual or potential may arise directly or indirectly when

- An employee engages in business relationship, concurrent employment or activity with anyone who is party to a transaction with his company.
- An employee is in a position to derive a personal benefit or benefit to any of his relatives by making or influencing decisions relating to any transaction.

The main areas of such actual or potential conflict of interest would include the following:

- Financial interest of an employee or his/her relatives including the holding of an investment in the subscribed share capital of any other firm or a share in the firm which is a supplier, dealer/ distributor, joint venture or other alliance partner of the company.
- An employee conducting business on behalf of his/her company or being in a position to influence a decision with regard to his/her company's business with a supplier (or) customer of which his/her relative is a Proprietor, Employee or representative resulting in a benefit to him/her or his/her relative.
- Incorrect financial reporting, misappropriation of company assets or resources, mishandling of confidential information, misuse of authority, procurement fraud, recruitment fraud, tax fraud, violation of the environment, health & safety guidelines, working for competitors / suppliers, etc.,

Even in the event of any instance of conflict of interest exists in a lighter manner other than the above, adequate and full disclosure of the same should be made to the company's Management (CMD / President) for their decision, by the employee concerned or his superior.

If an employee fails to make a disclosure as required herein and the Management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the Management would take a serious view of the matter and consider suitable disciplinary action against the employee.

## **5. Acceptance of Gifts**

All business decision be made impartially and fairly, and not on the basis of gratitude. Employees or their family members should not as a principle solicit or accept favours, gifts, in kind or cash, loans or enjoy any special benefits / privileges including services, travel, accommodation, as well as material good from any supplier, customer or competitor.

Similarly, employees should not accept offers to be entertained by an individual or organizations with whom the Company transacts business. Invitations to occasional lunches/dinners hosted by our business associates may be accepted, if it serves the

purpose of enhancing the relationship, after duly informing the immediate superior and obtaining his approval.

Compliments / Sweets may be accepted only on festive occasions/new year/special anniversaries, etc., as long as it does not affect the purpose of maintaining proper and good relationship with our regular business associates. However, the value of such compliments should not exceed Rs. 1000/- which are customarily offered to others having a similar relationship or if a special approval is obtained. The employee must seek guidance from the Management in the event of any doubt in this regard. Moreover, it is advised that sweets etc. if accepted on festive occasions, are received only at the place of work and shared with colleagues.

## **6. Anti Bribing, Corruption and Money Laundering**

DTVS has zero tolerance towards all forms of bribery and employees should be sensitive to this aspect in their dealings with the various entities they come in contact with. In particular, the company prohibits offering, promising, giving or authorizing others to give anything either directly or indirectly, to any person or entity expecting or in return of a personal favour. Under no circumstance may the employee offer, promise or grant anything of value to anyone for the purpose of influencing the recipient. Payments made indirectly through any intermediary or other third party are subject to the same restrictions.

DTVS maintains strict anti-money laundering measures. Any financial transaction by way of,

- Soliciting or collecting contributions / money for any purpose whatsoever at any time in the establishment
- Lending or borrowing money to or from fellow employee(s), suppliers, contractors, customers, and dealers or indulging in any monetary transaction with fellow employee(s), suppliers, contractors, customers, and dealers either himself / herself or on behalf of others.
- Engaging in any trade / business dealings within the establishment directly or indirectly
- Running of chit funds or other schemes for raising loans

Employees should conduct thorough due diligence on financial transactions and monitor for suspicious activities, adhering to all laws. Suspicions are to be reported through designated channels with whistleblower protection. Being aware but not reporting would also be treated as an Integrity issue.

Violations result in severe disciplinary action, including termination from the services, upholding operational integrity and transparency of the establishment

## **7. Solicitation for any favour**

DTVS will not make any contribution of company funds, property or services to a political party or to a candidate for or holder of any Government office. No employee will offer any gifts, favours or entertainment to others that are not consistent with customary business practice, excessive in value and / or could be construed as a bribe or pay-off in violation of applicable laws or ethical standards, such that public disclosure could embarrass the Company or any individual.

## **8. Relationship with customers / suppliers**

DTVS recognizes that our customers are of paramount importance and believe that we will prosper only to the extent that we meet and exceed the business requirements of our customers.

All employees will at all times:

- a) Recommend to customers, products that are most appropriate for their application from the Company's range of the products.
- b) Ensure that products supplied to customers are as per the committed quantity and specifications.
- c) Endeavour to meet delivery commitments to customers and inform customers well in advance in the event of inability to meet delivery commitments for unavoidable reasons.
- d) Promptly respond to all queries from customers.
- e) Handle all customer complaints promptly and fairly

Any undue relationship with suppliers like sharing of alternate source with the existing supplier, non-relevant information, cost details, etc., will be construed as not cohesive to the code of conduct & ethics of the company and appropriate action will be taken on such individuals.

## **9. Misuse of company properties**

The company's properties mean all the tangible and intangible assets legally owned by or entitled to the company.

Each employee shall protect the company's properties being entrusted to him/her or to which he/she has access in discharge of his/her work and have them utilised reasonably and effectively for the company's valid business purposes and shall not damage or occupy the company's properties in any manner.

## **10. Secrecy of Agreements**

All agreements entered into by the employee / employer in respect of employment & Secrecy should be honoured in letter and spirit

## **11. Trade Secrecy, Confidentiality & Data Protection**

Employees during the period his/her employment will not make use of any information of a secret or confidential nature or divulge them to any person or persons except in the proper course of his/her duties and this will hold good even after cessation of employment

Company invests significantly in creating / developing and owns Intellectual Property rights which includes amongst other things and means discoveries, inventions, original works of authorship, trademarks, developments, ideas, concepts, know-how, research, improvements, methods, processes, designs, products or trade secrets (including, without limitation, any computer programs, algorithms, designs, formulae, new use, technique, drawings and work-in-progress), whether or not registrable as a patent or under copyright or similar laws in India or elsewhere.

Copying of infringement in any form of the IP rights is a serious violation of Code of conduct and is punishable offence both civilly and criminally.

Our organization prioritizes the protection of sensitive data and confidentiality. All parties, including employees, vendors, and business partners, are required to adhere to strict protocols when handling, storing, and transmitting data. This includes encryption measures, limited access, and regular training on data protection best practices. Consent is obtained from parties when the company receives any personal information

Employees shall not take up employment in any form with a competitor / organization engaged in similar line of business like the existing one for a period of three years from the date of cessation of employment from the company either by resignation or termination or on expiry of the contract of employment, without prior permission in writing from the management failing which it would amount to breach of contract.

Employees should avoid any financial investment in competitor's, suppliers or customer's other than investment in public companies. Employees should conduct themselves in a manner that avoids even the possible appearance of conflict between their personal interest and that of the company. Any employee who feels that he or she may have a conflict actual or potential should report all pertinent details to his or her supervisor / manager. The supervisor / manager will be responsible for referring the matter to the Management for clearance.

## **12. Prohibition of Private Trade**

Meetings at professional gatherings, trade associations or conferences should not conflict in any way with the employee's job duties or with the Company in any manner and should not be undertaken without the approval of the authorised personnel of the company.

## **13. Prohibition on Insider trading**

Unpublished Price Sensitive Information means any information, which relates directly or indirectly to the company or its group companies that is not generally available which upon becoming generally available is likely to materially affect the price of the securities of the company. Employee of the company shall not directly or indirectly trade in securities using unpublished price sensitive information or share the information to any other person.

Any employee taking advantage of unpublished price sensitive financial information and makes unjust enrichment shall tantamount to violation of code of conduct of the company.

## **14. Securities Transactions and Confidential Information**

An employee of the company and his immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company which is not in the public domain and thus constitutes insider information.

An employee of the company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions. Such insider information may include the following:

- Financial information such as profits, earnings and dividends
- Announcement of new product introductions or developments
- Investment decisions / plans
- Major supply and delivery agreements

## **15. Records - Accuracy**

Every employee shall ensure that all corporate records and other documents which they are responsible are accurate and complete. The records must be preserved as per the instruction issued from time to time.

## **16. Gambling and Drug Abuse**

We maintain a zero-tolerance policy towards gambling, drug abuse in the workplace. Participation in any form of gambling within the company premises is strictly prohibited.

## **17. Misuse of Media**

Employees should refrain from interaction/communication with the print and electronic media on matters which are likely to have an impact on the image of the Company as a whole without consulting the CMD / President.

Employees are required to utilize social media and technology responsibly, adhering strictly to company policies. This encompasses refraining from disclosing confidential information, maintaining respectful communication, and abstaining from activities that could potentially tarnish the organization's reputation

## **18. Diligent performing of duties**

As a progressive organization, employees have special responsibility to demonstrate company values through their actions. As employees, all must foster an environment of integrity, honesty and respect. This includes creating a work environment that is free from discrimination, harassment, intimidation or bullying of any kind. Every employee must also ensure that all aspects of the employment relationship are free from bias and that decisions are based upon individual

Performance and merits. As employees, we are additionally accountable for the following:

- Thoroughly familiar with the requirements of the procedures established by the Code and exemplify the highest standards of ethical behaviour.
- Ensure that team members understand that business results are never more important than ethical conduct and compliance with applicable law and the Company's policies.
- Ingrain the principles of the Code and compliance with applicable laws, regulations and policies into every business unit's practices.
- Create a culture in which team members feel comfortable asking questions and raising ethical concerns without fear of retaliation.

## **19. Political Activities and Lobbying**

The company recognizes the importance and responsibility of employees to participate in the election process, and upholds their right to support candidates. But unduly campaigning, influencing, distributing / issuance of pamphlets inside the office / work premises is strictly prohibited.

## **20. Antitrust Policy**

We are committed to conducting all our business operations in strict compliance with the Indian Competition Act, 2002. Our employees must avoid any practices that may lead to anti-competitive agreements, abuse of dominant position, or unfair trade practices. We do not tolerate collusion, price-fixing, bid-rigging, or any conduct that restricts fair competition in the marketplace.

## **21. Penalties**

For violation of the Code or any orders /rules issued by the Company, an employee shall be liable for any of the following penalties like

- Warning
- Withholding of increments/revision of pay
- Withholding of promotion
- Reduction to lower grade or salary
- Recovery from salary or such other amounts as may be due to him of the whole or part of any pecuniary loss caused to the Company by negligence or breach of orders
- Discharge from service.
- Dismissal from service

Wherever it is decided to take disciplinary action against an employee, the Authority concerned shall serve a show cause notice on him/her to which reply will have to be submitted by him within 7 days of receipt. Upon perusal of the reply, he/she will be given a hearing by the Authority followed by an order about the punishment as deemed fit. If no reply is received within the stipulated period, the Authority will proceed exparte and pass an appropriate order.

An employee may appeal to the President/CMD against an order imposed upon him/her any of the penalties specified above, within 15 days from the date of receipt of the order appealed against. The Appellate Authority may pass an order confirming, enhancing, reducing or setting aside the penalty or remitting the case to the Authority with such directions as it deems fit in the circumstances of the case.

An employee may be placed under suspension or subjected to any other action as deemed fit by the Authority / any authority higher.

## **WHISTLE-BLOWER POLICY**

### **Delphi-TVS Technologies Limited**

#### **1. Preface**

Delphi-TVS Technologies Limited ('the Company') is committed towards conducting its business with highest standards of ethics, honesty, integrity, ethical behaviour, dedicated customer service, fair business practices and efficient high level of compliance with applicable laws and commitment to open communication. The Whistle-blower Policy ('WB Policy' or 'this Policy') has been created with the objective of providing Employees, Directors, Customers, and Other Stakeholders an avenue to raise genuine concerns or grievance and ensure that deviations from the Employee's Code of Conduct and Ethics Policy ('Code') are dealt in a fair and unbiased manner.

The purpose of this Policy is to provide a framework to Employees, Directors, Customers and Other Stakeholders to report any Code violation (actual or potential) without any fear of retaliation, victimization or unfair treatment. This Policy neither releases employees, directors, customers, and other stakeholders from their duty of confidentiality in the course of their work nor it can be used as a route for raising malicious or baseless concerns.

In accordance with good corporate governance, the Company has adopted the Code, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. This Policy seeks to provide necessary safeguards for protection of employees from reprisal or victimization, for whistle-blowing in good faith.

This Policy is intended to cover serious concerns that could have a large impact on the Company such as actions (actual or suspected) that:

- May lead to incorrect financial reporting
- Are not in line with applicable Company policy
- May be detrimental to the image of the group
- Violate the accepted values of the group
- Are unlawful
- Amount to serious improper conduct (including any kind of harassment)

#### **2. Key definitions**

The definitions of the key terms used in this Policy are as follows:

- a) **Company** or **DTVS** refers to Delphi-TVS Technologies Limited.

- b) **Customer** refers a person or firm that purchases goods or service from the Company.
- c) **Director** refers to Directors and Independent Directors of the Company, so far it is not inconsistent with the Companies Act 2013 and its Rules.
- d) **Disciplinary Action** refers any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as instructed by the Ethics Committee or Audit Committee to the management as deemed fit by the Ethics Committee or Audit Committee considering the gravity of the matter or situation.
- e) **Employee** refers to every Employee of the Company (whether working in India or abroad), including the Director(s) in the whole-time employment of the Company.
- f) **Ethics Committee** refers to a committee set up for receiving the Whistle-blower complaints from Ethics Helpline Provider and assist in implementation and compliance of Whistle-blower Policy.
- g) **Ethics Helpline Provider** refers to an independent third-party service provider appointed by the Company to receive Whistle-blower complaints.
- h) **Frivolous Complaint** refers to any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with malafide intentions against the Subject arising out of false or bogus allegations.
- i) **Investigator** means an internal or external person who is authorized, appointed, consulted or approached by the Ethics Committee to investigate the Protected Disclosure.
- j) **Other Stakeholders** means vendors, suppliers, dealers, Customers, consultants, Service Providers, Contractors and any other third-party associated with the Company.
- k) **Protected Disclosure** or **Complaint** refers to any communication made in good faith that discloses or demonstrates information that may evidence violation of the Code or any improper/ Unethical Activity.
- l) **Subject** refers a person against whom, a Protected Disclosure is made.
- m) **Unethical Activity** means unethical behavior or activity that includes, actual or suspected fraud, violation of the Company policies and systems, adversely affects Company's reputation or brand image, violation of applicable laws, gross or willful negligence causing substantial and specific danger to health, safety and environment in the Company, etc.
- n) **Whistle-blower** means an individual who makes a Protected Disclosure under this Policy that includes an Employee, Director and Other Stakeholders of the Company.

### **3. Main features of Whistle-blower Policy**

#### **3.1 To be used for**

Reporting any serious actual or suspected frauds related to unethical or illegal conduct, actual or possible violation of Code; actions not in line with the Company's policies, actions which may affect the Company's image or reputation, actions in the nature of harassment or actions that would amount to serious improper conduct. A Whistle-blower can report following unacceptable practices or events of misconduct to the Ethics Helpline Provider:

- Acceptance of gifts and entertainment
- Acceptance of kickbacks
- Bribery and corruption
- Breach of Company policies
- Child labor
- Claiming of false expense reimbursement
- Concurrent employment
- Conflict of interest
- Discrimination
- Favoritism
- Financial fraud of any nature
- Fraud in request for proposal or request for quotation
- Harassment of any nature (including sexual harassment)
- Inappropriate use of social media
- Incorrect financial reporting
- Insider trading
- Misappropriation of Company assets/ or resources
- Mishandling of confidential information
- Misuse of authority
- Procurement fraud
- Recruitment fraud
- Sexual harassment
- Tax fraud
- Victimization or bullying
- Violation of the environment, health and safety guidelines
- Working for competitors/suppliers

#### **3.2 Who should report**

Employees, Directors, Customers and Other Stakeholders making disclosure under this Policy is referred to as 'Complainant' or Whistle-blower. The Complainant has to provide sufficient grounds for the concern but should not make any malicious allegations which would result in Disciplinary Action.

### 3.3 When to report

The Complainant shall raise the issue immediately i.e., within a reasonable period of the occurrence of the event or action or finding, but not later than two months.

### 3.4 Whom to report and procedure for reporting

The Company to promote a culture of ethical, safe and secure work environment, an Ethics Helpline Provider has been appointed to encourage Whistle-blower(s) to report Protected Disclosures without any fear of victimization and retaliation.

The reporting channels managed by Ethics Helpline Provider are as follows:

Reporting channel	Contact information	Availability
<b>Phone (toll-free)</b>	1800 100 8481	24/7, 365 days
<b>Email</b>	DelphiTVS@ethicshelpline.in	24/7, 365 days
<b>Web Portal</b>	www.DelphiTVS.ethicshelpline.in	24/7, 365 days
<b>Chatbot</b>	www.DelphiTVS.ethicshelpline.in	24/7, 365 days
<b>Post Box</b>	P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon - 122002, Haryana, India	24/7, 365 days

The reporting channels managed by Ethics Helpline Provider are available for the Complainant 24/7, 365 days. Whistle-blowers can choose to remain anonymous while reporting the Protected Disclosure and the Company will not make an attempt to discover the identity of the Whistle-blower. It would be mandatory for the Whistle-blower to disclose the identity and submit the complaint in writing while reporting issues related to sexual harassment.

The Ethics Helpline Provider will share a unique case reference number with the Whistle-blower. The said case reference number should be quoted for any further correspondence or communication on the Protected Disclosure. The Ethics Helpline Provider will prepare a report based on the information provided by the Whistle-blower and will share the incident report carrying the case number with the Ethics Committee in 2 (two) business days. In case any member of the Ethics Committee is found to have perceived conflict of interest, the Ethics Helpline Provider will share the incident report with the Chairman of the Company.

The Company will treat all disclosures in a sensitive manner and will endeavour to keep the identity of an individual making an allegation confidential.

In case of Protected Disclosure on sexual harassment, the Ethics Committee shall direct all Complaints to the Internal Committee constituted under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act 2013 and Rules made thereunder which shall deal with the Protected Disclosure in line with the said Act.

Whistle-blowers may also approach the Chairman of the Audit Committee in appropriate or exceptional cases. In case of reporting to Chairperson of the Audit Committee, Protected Disclosures should preferably be made in writing to facilitate clear understanding of the issues raised in a sealed cover and furnish as much details and evidence as possible, giving his/her name and the Chairman of the Audit Committee shall expeditiously investigate, as necessary, all such reports received. It may either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle-blower.

The details of Chairman of the Audit Committee is:

Channel	Contact information
Email	vigil@delphitvs.com
<b>Post</b>	The Chairman Audit Committee of the Board Delphi-TVS Technologies Limited, 11-13, Patullos Road, Chennai-600004

### 3.5 Report treatment

Upon receiving an incident report from the Ethics Helpline Provider, an investigation will be performed only if the Ethics Committee is satisfied after preliminary review of the Protected Disclosure and shall decide on further course of action. The Ethics Committee shall have the power to investigate any Protected Disclosure either through one or more of its members (excluding those members who may have a conflict of interest) or by engaging any Investigator. The members investigating the Protected Disclosure and/or the Investigator, if any, shall submit a report to the Ethics Committee within a timeframe to be stipulated by the Ethics Committee. The investigation by itself would not tantamount to an accusation and will be treated as a neutral fact-finding exercise.

However, the Ethics Committee shall have right to call for any information / document and examine any Employee of the Company or other person(s) as may be deemed appropriate

for the purpose of conducting investigation under this policy. After considering the report, the Ethics Committee shall recommend suitable Disciplinary Action commensurate with the misconduct or unacceptable practice or behavior. In all the cases, the decision of the Ethics Committee shall be final, however, in case of sexual harassment related Protected Disclosures, the decision of the Internal Committee shall be final which shall be only implemented by the Ethics Committee.

### **3.6 Investigation**

Concerns expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised; the Ethics Committee can initiate an investigation independently.

All reports under this Policy will be promptly investigated by the Ethics Committee. Based on a thorough examination of the findings, the Ethics Committee shall submit the report to the Chairman of the Audit committee.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. Reasonable and necessary steps will also be taken to prevent any further violation.

### **3.7. Periodic Reporting**

A quarterly status report on the total number of Complaints received under this Policy during the period with summary of the findings of the Ethics Committee and the corrective actions taken will be sent to the management of Company.

## **4. Ethics Committee**

The Company had constituted an Ethics Committee comprising of the following members as:

<b>Name</b>	<b>Designation</b>
Mr. T K Balaji	Chairman & Managing Director
MS. Priyamvada Balaji	Director
Mr. A Viswanathan	President
Mr. B Swaminathan	Chief Financial Officer
Mr. K Balaji	Vice President – People & Culture

## **5. Safeguards against victimization**

The Company consider the protection of the Whistle-blowers as their utmost duty and will ensure that any genuine Whistle-blower shall not be subjected to any unfair treatment for making a Protected Disclosure under this Policy.

The Company condemns any kind of discrimination, harassment or victimization against Whistle-blowers and complete protection under this Policy shall be granted against any unfair practice, such as retaliation, threat, intimidation of termination or suspension from service, disciplinary action, transfer, demotion, refusal of promotion or similar practices, including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his or her duties or make any further Protected Disclosure.

Any Employee or Director assisting in the said investigation shall be protected to the same extent as the Whistle-blower. The protection under this Policy may not be extended to the Whistle-blower, if he/she is Subject of any other complaint or Protected Disclosure is categorized as Frivolous Complaint.

## **6. Disqualifications of Protected Disclosure**

The Company will not investigate the Complaint which would fall under the following categories:

- related to issues which are not covered under this Policy.
- Anonymous reporting of complaints relating to sexual harassment.
- Complaint related to sexual harassment, without written and self-attested complaint.
- If the complaint does not carry following minimum information:
  - Personnel involved (Name, designation, and location of the Subject)
  - Location of incident
  - Detailed description of the incident
  - Duration/frequency of the incident
  - Specific evidence or source of evidence

## **7. Periodic reporting**

A quarterly status report on the total number of Protected Disclosure received under this Policy during the period with summary of the findings of the Ethics Committee and the corrective actions taken will be sent to the management of Company.

## **8. Confidentiality**

The Company shall treat all Protected Disclosures in a sensitive manner and shall endeavour to keep the identity of the Employees, Directors, Customers, and Other Stakeholders making the Protected Disclosure confidential, however, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings should arise.

## **9. Timelines for closure**

The investigation shall be completed normally within 90 calendar days of the receipt of the complaint.

The company may share the feedback with the complainants after completion of the investigation. Alternatively, the feedback can be checked by contacting the Ethics Helpline provider after 90 calendar days from the date of reporting of the complaint.

## **10. Feedback mechanism**

The Company may share the feedback with the Whistle-blowers after completion of the investigation. Alternatively, the feedback can be checked by contacting the Ethics Helpline Provider after 90 calendar days from the date of reporting of the complaint.

## **11. Retention of documents**

All compliant in writing or documented along with the results of investigation relating thereto shall be retained by DTVS for a minimum period of five years.

## **12. Amendment**

The Company reserves the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, however, no such amendment or modification will be binding on the Employees and Directors unless it is notified to them in writing.

Revision of the policies and procedures of the Company to reduce the risk of recurrence Action against persons concerned in all the cases, the decision of the Audit Committee shall be final.

### **Who reserves the right to amend the Ethics Policy?**

The Company reserves the right to amend or modify this policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless it is notified to them in writing.

### **Policy Review:**

The Policy is subject to change at least once in two years or earlier as and when need arises to improve the effectiveness of its operation.

Employees who wish to make any suggestions can forward the same to HR Department.

**Revision: 02**

**Date: 13 October 2025**

## Change Log & Revision History

S.No	Changes / Additions / Deletions	Reference	Remarks
1.	Composition of Ethics Committee – Change in Member Designation	Page No. 11	Change effected in May 2024
2.	Addition – Antitrust Policy	Page No. 19	Change effected in May 2024
3.	Addition – Code of Conduct and Ethics - Definition	Page No. 11	Change effected in May 2024
4.	Change – Revision No. & Date	Page No. 29	Change effected in May 2024
5.	Right to amend the Ethics Policy – Change in Member Designation	Page No. 25	Change effected in May 2024
6.	Amendment to Whistle Blower Policy – Changes incorporated including in definitions, list of unethical conducts, safeguard against victimization, confidentiality, feedback mechanism, retention of documents	Page No. 20 to 28	Changes effected in Oct 2025

