



**Brakes India**

## **VIGIL MECHANISM / WHISTLEBLOWER POLICY**

### **Preamble**

Pursuant to Section 177(9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, has mandated that *every listed Company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed*".

*Further such vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Director nominated by the Board in appropriate or exceptional cases.*

In view of the above, Brakes India Private Limited (hereinafter referred to as 'Company') has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company and shall be overseen by the Director nominated by the Board of Directors of the Company.

The Mechanism set up as herein below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards the Company encourages the employees to voice their genuine concerns without fear of censure.

### **Mechanism**

#### **1. Objectives:-**

- To encourage employees to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.



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- To let employees know that the Organization is serious about adherence to Code of conduct or policy.

## **2. Scope**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

## **3. Eligibility**

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

## **4. Procedure**

1. Where any director or employee finds or observes any of following activities (but not limited to) then he must within a period of 30days of occurrence of event or on the date on which he comes to know, report in writing their complaint / grievance to

[Bivigil@brakesindia.co.in](mailto:Bivigil@brakesindia.co.in)

- Embezzlement of funds.
- Any prejudicial act in which stakeholders interest or public interest is involved.
- Serious frauds which are affecting or may affect the financial position of the Company.
- Internal theft.
- Payoff, Kickbacks etc.

2. The Complainant shall address the Complaints / Grievances to the Vigilance Officer (as designated by the Board) of the Company or the Director nominated by the Board by sending a mail to [bivigil@brakesindia.co.in](mailto:bivigil@brakesindia.co.in).

In case of if the complaint is against the Nominated Director /Vigilance Officer, the complainant shall write by post to the Board of Directors to the registered office of the company.



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3. The Complainant must disclose his/her name. Concerns expressed anonymously will not be considered as appropriate reporting and will be dealt with as deemed fit.

4. In order to protect the identity of the complainant, the Vigilance Officer or nominated Director will maintain confidentiality of the complainants.

5. The Nominated Director on the receipt of disclosure of any of above frauds or events shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The Nominated Director shall also carry out initial investigation either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit.

6. The decision to undertake the investigation by the Nominated Director shall not by itself be regarded as the acceptance of the accusation. It is a neutral fact-finding process to ascertain the truth of the accusation.

7. Any member or such other officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

8. The Nominated Director shall carry out detailed investigation if the reported disclosure is found to be correct.

9. The Employee/Director against whom disclosure has been reported shall:-

- Co-operate with Committee or any person appointed in this regard.
- Have a right to consult any person of his choice other than members of Committee and / or Complainant.
- Not interfere in investigations conducted by Committee.
- Not withhold, tamper or destroy any of evidences.
- Unless otherwise restricted, be given an opportunity to respond to material findings.
- Not threaten, influence or intimidate complainant or any of witnesses.
- Have a right to know the outcomes of investigation.

10. The Investigations shall be completed within a period of 60 days.

## **5. Decisions and Reporting**

If the outcome of the investigation leads to a conclusion that, any improper or unethical act has been committed, then the Nominated Director must record the same and recommend



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the Complaint along with the findings upon investigation to the management for the disciplinary or corrective action to be taken against the concerned employee/director. The decision of the Nominated Director shall be recorded with reasons and a copy of the same shall be forwarded to the complainant and the subject.

If the decision is not to the satisfaction of the complainant then the complainant has the right to report the event to the appropriate legal or investigating authority. However, if the complainant makes false or wrong allegations then disciplinary actions in accordance with the rules, procedures and policies of the Company shall be taken against the complainant as the Nominated Director and the Board of Directors may decide.

## **6. Penalties**

If the alleged fraud or misconduct is proven after investigation, the Nominated Director may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

## **7. Secrecy and Confidentiality**

The Nominated Director as well as complainant shall:-

- Maintain confidentiality of all matters under this policy.
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigation.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails / files under password and under safe custody.

## **8. Protection**

The Company shall take all reasonable steps to protect the Complainant and other employees assisting the investigation from any harassment, victimisation, threat or intimidation.

## **9. Direct Access to Chairman**

The complainant shall have direct access to Nominated Director in exceptional cases and he shall prescribe suitable direction in this regard.

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#### **10. Retention of Documents**

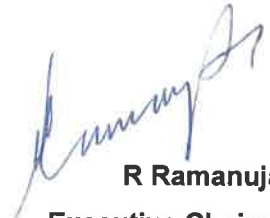
The evidences, documents received by the committee in due course of time during investigation shall be preserved for three (3) years or for such period as may be specified by law in force in this regard from time to time.

#### **11. Amendments**

The Company reserves right to amend, modify, and cancel any of the provisions of the mechanism in whole or in part set up herein above or may restrict subject to such conditions as it may deem fit.

**Date: 31<sup>st</sup> July 2023**

**Place: Chennai**

✓   
**R Ramanujam**  
**Executive Chairman**  
31/7/23