

Brakes India

— A  Group Company —

Code of Conduct

Foreword



In keeping with global best practices and regulatory changes in our Country (India), this Code document has been drawn up, integrating various existing guideline documents. It explicitly references our values, is linked with our vision, which defines our commitment towards our stakeholder's reasonable aspirations, and outlines the duties and responsibilities of all the stakeholders of our business eco-system.

The Code is intended to be a guide document to live by - contemporary and relevant for our times. It is however, not intended to provide answers to all possible questions or ethical dilemmas that may arise at the workplace. Employees who feel uncertain about the appropriate professional conduct in any situation must seek guidance from the designated persons in the organization - Department / Site / Regional Head or Human Resource Department.

Every individual – employee or stakeholder(s) with whom our business has touch points – has the responsibility to adhere to this code of conduct. This Code represents our commitment – both as individuals and collectively as stakeholders in this business eco-system - to discharge our responsibilities through the most sustainable and ethical means.

Sriram Viji

Managing Director

(DIN: 03630636)

November 2025

Vision

We shall achieve customer satisfaction by providing products and services of high quality at globally competitive prices.

We shall be a leading player in our chosen area of operations in the light engineering industry.

We shall improve the quality of life of our employees and fulfill their reasonable aspirations.

By creating an atmosphere of trust and care, we shall work as a cohesive team always encouraging higher standards of performance.

We shall provide an adequate return to our stock holders and facilitate the growth of the Organization.

We recognize our vendors as our partners in progress. We shall give them a fair deal and nurture a healthy relationship.

We shall conduct ourselves as a responsible corporate citizen known for integrity and ethics.

Sriram Viji
Managing Director
(DIN: 03630636)



Guideline Behavioural Standards to sustain these values are annexed with this code

Scope & Purpose

Defines how we engage and interact with our key stakeholders – Customers, Suppliers, Employees, Shareholders and Society - to translate “Vision and Values” into general code of conduct, which underpins everything we do, and any work we do needs to be consistent with the principles enshrined therein.

“We or us” means the company, its directors, executives, employees and all others who work with and for the company, as the context may require.



Customers

Products and services

- ✚ We are committed to supplying products and services of high quality, which meets all performance requirements and relevant standards.
- ✚ Our products and services shall comply with applicable laws, rules & regulations, including but not limited to, product packaging, labelling and after-sales service obligations.
- ✚ We shall market our products and services based on their own merits.

Fair competition



- ✚ We shall make fair and factually accurate statements about our products and services.

Customer Relations



- ✚ Interactions with our customers shall be fair and transparent.
- ✚ We respect our customers' right to privacy in relation to their data. We shall safeguard our customers' data, in accordance with applicable law.



Employees

Impartial employer



- ✚ We provide equal opportunities to all our employees and to all eligible applicants for employment in our company, without discrimination on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.
- ✚ When recruiting and developing our employees, our decisions will be based primarily on merit, competence, performance and potential.
- ✚ We shall have fair, transparent and clear employee policies which promote diversity and equality, in accordance with applicable law and other provisions of this Code. These policies shall provide for clear terms of employment, training, development and performance management.

Dignity & Respect



- ✚ We shall provide a working environment which is built on tolerance, understanding, mutual cooperation and respect for individual privacy.
- ✚ Everyone in our work environment shall be treated with dignity and respect. Harassment of any form, whether sexual, physical, verbal or psychological shall be considered as not within our stated values.
- ✚ We have clear and fair disciplinary procedures, which necessarily include an employee's right to be heard.
- ✚ We respect our employees' right to privacy. We shall not involve ourselves with their conduct outside our work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects our reputation or business interests.

Human rights



- ✚ At our workplaces, we employ people out of their own volition, and as prescribed by law.
- ✚ We do not take possession of personal documents of our employees, nor do we expect them to make any payment to us or to anyone else, to seek employment with us.

Bribery and corruption



- ✚ Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or benefits that are intended or perceived to obtain undue favours for the conduct of our business.
- ✚ We discourage business gifts and hospitality that may create a perception of or an actual conflict of interest or an improper payment.

Freedom of association



- ✚ We recognize that employees may be interested in joining associations or involving themselves in civic or public affairs in their personal capacities, in their free time and outside the company, provided such activities do not create an actual or potential conflict with the interests of our

company. Our employees must notify and seek prior approval for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

Working outside employment with us

- ✚ Taking employment, accepting a position of responsibility or running a business outside employment with our company, in one's own time, with or without remuneration, would interfere with the ability to work effectively at our company or could create conflicts of interest. Our employees must notify and seek prior approval in writing for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

Integrity of information and assets

- ✚ Our employees shall not make any willful or negligent omissions or material misrepresentation that would compromise the integrity of our records, internal or external communications and reports, including the financial statements.
- ✚ Our employees shall seek proper authorization prior to disclosing company or business-related information. This includes disclosures through any forum or media, including through social media.
- ✚ Our employees shall ensure the integrity of personal data or information provided by them to our company. We shall safeguard the privacy of all such data or information given to us in accordance with applicable company policies or law.
- ✚ Our employees shall respect and protect all confidential information and intellectual property of our company, to which they have access directly or indirectly during the course of their employment with us.
- ✚ Our employees, including ex-employees, shall safeguard the confidentiality of all third party intellectual property and data. They shall not use such intellectual property and data that comes into their possession and shall not share it with anyone, except in accordance with applicable company policies or law.
- ✚ Our employees shall promptly report the loss, theft or destruction of any confidential information or intellectual property and data of our company or that of any third party.
- ✚ Our employees shall use all company assets - tangible and intangible – available / provided to them for the intended purpose in relation to our business.
- ✚ We shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws through established processes to check for and prevent breach of such law(s).



Conflicts of interest

Definition: A situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self-interest and professional interest or public interest.



- ✚ Our employees shall always act in the interest of the company and ensure that any business or personal association, which they may have, does not create conflict of interest with their roles and responsibilities towards the company.
- ✚ Should any actual or potential conflicts of interest arise, the concerned person must immediately report such conflicts and seek approvals as required by applicable law and company policy. The competent authority shall revert to the employee within a reasonable time, to enable the concerned employee to take necessary action as advised to resolve or avoid the conflict in an expeditious manner.



Suppliers / Service Providers



- ✚ We shall select our suppliers and service providers fairly and transparently.
- ✚ We seek to work with suppliers and service providers who demonstrate similar values in their interactions with us. We expect that their transactions with us are based on ethical standards comparable to our own.
- ✚ Our suppliers and service providers shall represent our company only with duly authorized written permission from our company. They are expected to abide by the Code in their interactions with, and on behalf of us, including respecting the confidentiality of information shared with them.
- ✚ Any gifts or hospitality received from, or given to, our suppliers or service providers shall comply with our bribery and corruption policy defined in this document.
- ✚ We respect our obligations on the use of third party intellectual property and data.



- ✚ We are committed to enhancing shareholders value and complying with laws and regulations that govern shareholder rights.
- ✚ We shall inform our financial shareholders about relevant aspects of our business in a fair, accurate and timely manner and shall disclose such information in accordance with applicable law and agreements.
- ✚ We shall keep accurate records of our activities and shall adhere to disclosure standards in accordance with applicable law and industry standards.



Communities

-  We are committed to good corporate citizenship, and shall directly or indirectly assist in the improvement of the quality of life of the people in the communities where we operate.
-  We shall ensure that our business operations comply with environment laws, rules & regulations thus helping the community and the environment.

For more information, refer our CSR Policy annexed to this code document.



The environment

- ✚ In the manufacture and sale of our products, and after sales support services, we shall work towards environmental sustainability and compliance with all applicable laws and regulations.
- ✚ We strive for efficient and productive use of natural resources, with committed efforts to sustain and improve the environment, in line with the laws, rules & regulations, particularly about consumption of water and energy, and the management of waste and hazardous materials. We shall endeavor to offset the effect of climate change in our activities.



Vigil

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Please refer to our Vigil Policy annexed to this code document



Accountability

This Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our collective commitment to the value system.

Every employee should expect to be held accountable for his / her behavior. Should such behavior violate this Code, they may be subject to action according to their employment terms and relevant company policies.

This Code shall be adhered to by our employees as well as those who work with us. It represents our shared responsibility to all our stakeholders, and our mutual commitment to each other.

Annexure: Behavioral Standards

INTEGRITY

- We are honest and transparent in how we interact and conduct ourselves with people, stakeholders, and other partners in the ecosystem.
- We are straightforward and grounded in our approach to life.
- We aim to be fair in everything we do

RESPECT

- We have respect for each other.
- We believe in treating people how we ourselves would wish to be treated.
- We strive to make space for all voices, recognise and appreciate capabilities and achievements, and respect and celebrate every individual for their uniqueness and differences.
- We aim to respect the environment by minimising the harm and damage we do.
- We encourage everyone to express their ideas and support them in achieving individual aspirations aligning with organisational goals.

INNOVATION

- We encourage ideas and foster risk-taking by our employees and partners through experimentation and adoption of newer technologies to
 - enhance our existing products and processes.
 - develop new products and processes
 - be prepared to thrive in a constantly changing environment.
- We look for every opportunity to reduce complexity and seize them to keep things simple.

POSITIVE IMPACT

- We are proactive in improving the lives of our employees and their families and making a positive impact on our surroundings, our community, and wider society.
- We wish for our positive impact to be focused on improving people's lives and not on furthering our name and fame.
- We expect all our stakeholders to spread positivity through their resilience, perseverance, and being adaptable.
- We want all employees & partners to be alert, enthusiastic, and responsive making Brakes India an agile organisation.
- We encourage everyone in the teams to be the best through reflections and feedback.
- We encourage every empowered individual to be mindful of their actions and sure of them resulting in positive impact, as such actions could impact the tasks and motivation of many.

GROWTH MINDSET

- We take a long-term view of business and make commercial decisions based on such considerations.
- We are committed to the profitable and sustainable growth of the business over time.
- We create a safe environment for risk taking and embrace challenges and even probable failures.
- We foster continuous learning, adaptability, and resilience.
- A growth mindset is all about developing a belief that 'capabilities and intelligence can be improved with effort and persistence', irrespective of age and level.
- We accept feedback and consider it a step to scale up. We critically evaluate criticism and take just measures.
- We inspire others with our actions.

COMMITMENT

- We strive for excellence.
- We give our all to any task or goal to which we commit.
- We embrace hard work and are always ready to do the work to get things done and see things through.
- We consider failure an important element in our journey, offering lessons for continued growth.
- We are committed to the realisation of the organisation's vision

CUSTOMER CENTRICITY

- We are customer-centric in business and are prepared to go the extra mile to ensure we meet customer expectations, regardless of challenges.
- We are committed to listening and responding positively to their needs.
- We train our constituents in being customer-focused.

Annexure

Corporate Social Responsibility (CSR) Policy

Introduction

The Company has been supporting the community by carefully selecting projects which bring sustained value in the fields of Education, Health and Medicare apart from reaching out to people to enhance their quality of living and alleviate sufferings. The Corporate Social Responsibility that has now been made as a statutory requirement not only recognizes the Company philosophy of being responsible corporate citizen but also puts in place a structured approach to the development of Policy, Strategy, Amount of spend, Implementation and Monitoring.

Policy

Brakes India is committed to creating sustainable value by supporting the community where it operates by addressing Social and Developmental needs and thereby enhance the quality of life in the community.

CSR Committee

The Board will constitute a CSR Committee and vest the committee with duties and responsibilities as contemplated under the Companies Act, 2013. The Committee will report to the Board and may be reconstituted by the Board as deemed necessary.

Strategy

By carefully selecting projects which support the community where it operates which may include long term projects, the spend for which may take place over the years. By focusing on Education, Health and Medicare, rural development, employability enhancement, protection of national heritage, art, culture and such other activities including Disaster Recovery and Rehabilitation which in the opinion of CSR committee are worthy of support and be generally guided by activities indicated by Schedule VII to the Companies Act, 2013.

Corporate Spend on CSR

The Company intends to spend at least 2% of the average net profits (computed in accordance with the provisions of Companies Act, 2013) made during the three immediate preceding financial years. Where the project involves long gestation period the CSR committee may recommend budgetary amount for the full project and the estimated time taken to complete the project. However, the Company shall monitor that the average spends over a three-year period would be at least 2% of the net profits as defined in the Companies Act, 2013.

Implementation and Monitoring

CSR Committee will implement the projects directly or through authorized implementation agency and monitor the projects approved on a periodical basis and report to the Board.

The above policy is approved by the Board of Directors

Annexure

VIGIL MECHANISM

FOR DIRECTORS AND EMPLOYEES

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 victimization 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 behavior 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.

> To let employees know that the Organization is serious about adherence Brakes India conduct or policy.

2. Scope

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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 Blvigil@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.

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.

the Complaint along with the findings upon investigation to the management for the disciplinary or corrective action to be taken against the concerned employee/diredBrakes Ind 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.

Annexure

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, victimization, 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.

Brakes India

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.

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.

Annexure

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.

The above policy is approved by the Board of Directors