

VIGIL MECHANISM

FOR DIRECTORS AND EMPLOYEES

Brakes India has always cherished the core values of Trust and Ethics and has endeavoured to practice these in conduct of its business and operations.

To give a shape and substance to the values it cherishes, the Board of Directors has approved the Vigil Mechanism now enunciated under the Companies Act 2013 and Rules made there under.

Objective: To facilitate Directors and Employees to report genuine concerns and provide adequate safeguards to those who report their concerns in good faith matters relating to actual or suspected financial or other frauds, unethical or illegal conduct, harassment or improper actions which would affect the conduct of operations and reputation of the Company and discourage frivolous and mischievous complaints.

Reporting: The Director/Employee making disclosure under this vigil mechanism is required to provide sufficient information /grounds for his /her concern within reasonable time of the event/suspected event or action but not make any malicious allegations. The report should be made in writing to the Executive Director and if the concern is against the Executive Director then it can be made to the Audit Committee Chairman through the Company Secretary. The complainant is required to give his name and address for additional data or investigation if required. A protected email address **Bivigil@brakesindia.co.in** will also be made available. Anonymous complaints will not be considered as appropriate reporting and will be dealt with as deemed fit.

Investigation: On receipt of a valid concern, an acknowledgement will be given to the Director/Employee who makes known the concern. The Executive Director will direct and conduct the investigation either directly or with the help of competent personnel/agencies. Based on the findings arising out of the investigation, actions will be initiated to prevent occurrence of such concern and/or take action against the offenders. On completion of the investigation the Audit Committee shall be apprised in due course.

Protection: The identity of the person reporting his/her concern shall be reasonably protected subject to legal requirements and adequate safeguards including direct access to the Audit Committee Chairman against any victimization will be provided.

For any frivolous or mischievous allegations the Executive Director may initiate appropriate actions.

Vigil mechanism as provided above is subject to modification/revision and will be notified appropriately to all concerned.

19th Jan, 2015

