

*Internal Code of Professional
Conduct*

Mahindra CIE Automotive Limited

1. Introduction

Mahindra CIE Automotive Limited (from now on the “Company” or “MCIE”, indistinctly) is a multi-technology automotive components supplier listed on the stock exchanges in India. MCIE is a subsidiary of CIE Automotive, S.A., the flagship company of the industrial group specialised in high value-added processes that operates in the automotive components sector. MCIE and its subsidiaries are part of this group. (from now on “CIE Automotive, S.A. and all its subsidiaries are collectively referred to as the “Group”).

The guiding values of the activities performed by the Group are the following:

1. Internal and external client orientation and service-based approach.
2. Respect for people’s fundamental rights, their capacity for initiative, creativity and innovation, participation and teamwork.
3. Ability to achieve objectives and added value.
4. Positive attitude to change and continuous improvement.
5. Responsibility and integrity of people in their commitment towards a job well done.
6. Respect for the environment, working to minimise any impact.
7. Transparency, publicly disclosing all the relevant data from our activities.

In addition to these basic values of the Group’s performance, the Board of Directors of CIE Automotive, S.A., the ultimate parent company of MCIE, has considered appropriate to adopt specific rules of conduct that form this **Code of Professional Conduct** and the same is applicable to all the entities in the Group including MCIE and its subsidiaries. MCIE’s Board of Directors have adopted the CIE Automotive S.A.’s Code of Professional Conduct with suitable modifications to incorporate the Indian Regulatory requirements and have approved this **Code of Professional Conduct** (from now on, the “Code of Conduct” or “Code”, indistinctly).

This Code expresses the corporate values that should guide our behaviour as professionals within MCIE, together with the general guidelines of conduct that must orient the MCIE’s decision-making actions.

This Code supersedes the MCIE’s ‘Code of Conduct for Senior Management and Employees’, the ‘Code of Conduct of Directors’ and the ‘Code of Conduct of Independent Directors’ and consolidate the principles laid down in these codes in this composite Code of Conduct.

2. Purpose of the Code of Conduct

The purpose of the Code of Conduct is to **provide guidance and ethical principles to guide** all directors (whether executive, non-executive or Independent), Senior Management Personnel’s, Key Management Personnel’s, all other employees and workers of the Company (“**the people**”), determining the values and commitments that must govern their work activities within the Group.

In addition, this Code has been developed in order to assume **the requirements demanded by stakeholders and society in general**, to remain worthy recipients of their commitment and the trust they have placed in the Group.

Providing an effective response to these requirements is one of the keys to the Group’s reputation in the market. Each person in the organisation can exert their influence through the way they conduct their business and the relationships established with these collectives by the organisation. Therefore, it depends on all the people who are part of the Group to consolidate that reputation by acting with transparency, objectivity, integrity, responsibility, honesty and respect.

The widespread observance of the Code will ensure that results are obtained in compliance with legal standards and in accordance with the ethical principles and values the Group wishes to transmit internally

and externally, becoming standards of mandatory compliance for all those people who, directly or indirectly, act on behalf of and representing the Group.

3. Scope of application

This Code of Conduct will apply, without any exception, to all the people belonging to MCIE. The knowledge and compliance of the rules of conduct stated in this Code are compulsory for everyone, and under no circumstances will ignorance of the law excuse compliance.

In addition, MCIE will encourage its commercial partners (joint ventures, suppliers, customers, contractors and business partners), to act in a way that is consistent with this code and to apply ethics programs that are consistent with its standards. The Group will take appropriate action if there is evidence that those partners have not complied with its policies or with their contractual obligations.

4. Conduct guidelines

4.1 Behaviour according to law and ethics.

MCIE publicly expresses its absolute rejection of any kind of unlawful and/or criminal practice, stating that such practices are completely prohibited, without exception or limits, within the organisation. To achieve this, it agrees to develop in-house rules and internal procedures that contribute to complying with applicable legislation.

All the people who are part of MCIE must:

- ✓ Perform their functions within the organisation in strict compliance with applicable legislation and avoiding any bad practice that is not ethically acceptable under strict criteria of honesty and moral integrity.
- ✓ Assume and abide by all policies, procedures and regulations of the Group in their respective areas of performance.
- ✓ Act in a clear and transparent manner, ensuring that none of their actions may be liable to be interpreted as deceitful.

CIE Automotive S.A. is committed to meeting the 2030 Agenda for Sustainable Development adopted by the United Nations in 2015 and has incorporated the Sustainable Development Goals into its business strategy.

In addition, MCIE has committed to the nine Business Responsibility Principles as specified by Securities and Exchange Board of India (SEBI) to assess compliance with Environmental, Social and Governance Norms and has adopted a Business Responsibility Policy.

○ **Specific duties and conduct of the Directors of the Company**

The Directors of the Company shall abide by Duties and Responsibilities as provided under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Independent Directors of the Company shall also abide by the Code and Duties as laid down under Schedule IV to the Companies Act, 2013.

4.2 Respect for people and society.

o People

✓ Work environment free from discrimination and harassment.

MCIE is committed to maintain an environment free from any form of sexual or other harassment, whether it be harassment by one worker of another, or by a worker of a client or supplier, or vice versa, and is committed to ensuring that everyone is treated fairly and with dignity. Consequently any discriminatory practice on the basis of race, colour, sex, age, religion, ethnic or geographical origin, disability or any other illegitimate cause will not be tolerated. However, the differentiation of people based on their skills or professional qualities required for a job will not be considered as a case of discrimination. The Company has framed Policy on Prevention of Sexual Harassment which aims at bringing zero tolerance' towards any act of sexual harassment / any discrimination based on sex of a person.

✓ Respect for Human Rights.

MCIE in addition to complying with the applicable legislation in all the territories, in which it operates, is committed to respecting internationally recognised human rights, including the rights set forth in the International Bill of Human Rights and the principles relating to the rights established in the Declaration of the International Labour Organisation. In addition, MCIE complies with the 9 business responsibility principles as specified by SEBI

✓ Work-life balance

The Group respects the personal and family life of people and promote policies that facilitate a better balance between their work responsibilities and their personal life.

✓ Equal Opportunities

It is one of the Group's basic principles to promote and provide equal opportunities to all in access to employment and career advancement, promoting a corporate culture based on merit.

o Clients

The policy of MCIE is to offer, to our business clients, products and services of high quality, at adequate prices and in conformance with the established delivery date commitments

Therefore, all professional relationships established, must be based on the values of trust and mutual respect. In accordance with this principle, any actions and decisions must be implemented in accordance with the procedural requirements, applicable standards and objective criteria, always acting impartially and with integrity, avoiding the adoption of unjustified or arbitrary decisions that violate equal opportunities. This is all aimed at achieving the highest levels of quality and excellence in the rendering of the services and the long-term development of relations based on trust and mutual respect.

Contractual relations with clients must be conducted with transparency while giving sufficient, accurate, timely and appropriate information.

o Company

✓ Contribution towards Social Projects

MCIE, in its commitment towards the progress and well-being of the communities with which it is involved, actively contributes to their development through donations and projects of social and cultural content. The Company has framed a 'Corporate Social Responsibility Policy' which defines the area and manner in which such activities shall be undertaken.

All donations and projects of social and cultural content must be undertaken in accordance with the CSR Policy of the Company and be reflected in the accounting records of MCIE. Making donations or financial contributions of any kind to organisations dedicated to, or in any way linked, to illicit activities is strictly prohibited.

For more details, please read CSR Policy of the Company

✓ **Respect for the environment.**

The respect for and protection of the environment are fundamental values that MCIE adheres to, at all times meeting the environmental legislation in each of the countries in which it is established, and agrees to conduct its activities so that any environmental impacts are minimised.

As a result of the above, all the people who are part of the Group must respect the environment, making rational use of natural resources, and putting all the control mechanisms at their disposal to minimise the environmental impact derived from the different processes of the industrial activities performed by MCIE

✓ **Construction**

At MCIE we are committed to sustainable planning. In this regard, we are committed to carrying out our construction works according to prevailing legislation.

For these reasons, we must all ensure that any construction works implemented conform to the regulations in force at local, municipal, provincial, regional or state level.

✓ **Fight against smuggling**

MCIE is firmly committed to respecting the laws and regulations in force concerning the import and export of products, encouraging everyone to adopt good practices and conduct.

○ **Shareholders**

The purpose of MCIE is the creation of continuous and sustained value for all shareholders and the reconciliation of the interests of all stakeholders.

MCIE agrees to provide appropriate information to all the shareholders, in a transparent, complete, truthful and accurate manner, and to establish dynamic tools to communicate with that group.

The actions of the people who are part of MCIE will be focused on the protection and maximisation of value of our shareholders' investments, achieving a reasonable return for those investments.

○ **Competition**

MCIE agrees to strictly comply with antitrust laws. The Group also agrees to achieve its business goals by ethical, legitimate and legally irreproachable means, and to apply a system of fair and equitable competition, while meeting the legal rules that are applicable.

MCIE will not participate in conversations, agreements, pacts, projects or partnerships, with current or potential competitors in terms of prices, commercial terms, offers, allocation of markets or any other activity that restrict or may restrict free and open competition.

4.3 Health and Safety

MCIE expresses its firm commitment to complying with the regulations and its internal protocols established in health and safety matters, safeguarding the protection of any people who may be affected by the Group's activities.

In this sense, the Group strives to conduct its activities with high level of safety in the processes, facilities and services, with particular attention not only to the protection of people who form part of the group, but also to partners, contractors, suppliers, customers and the local environment. Furthermore, it implements the preventive measures laid down in the legislation of each country and assumes the commitment that all people employed to work at its facilities and work centre, should do so in the best health and safety conditions.

MCIE furnishes all people with the necessary resources and training so they can perform their functions safely and in a healthy environment. For their part, all the people who render services at the centres of MCIE (either in-house or outsourced staff) are under the obligation to know and comply with the rules concerning health and safety in the workplace in order to prevent and minimise occupational risks.

Finally, the manufacture, consumption, purchase, sale, trafficking or possession of substances such as alcoholic beverages, narcotic substances, stimulants or other illicit drugs is prohibited at the Company's premises.

4.4 Relations with the Authorities and third parties

o **Public Authorities and regulatory bodies**

The professional relationships established by MCIE with any public body, official, agency or their representatives, national and international, should be governed by the principles of institutional respect, transparency, integrity, collaboration and ethical compliance.

The Group fosters the utmost cooperation and diligence of all people in any inspections, information requests or procedures that may be considered necessary by the Public Authorities.

MCIE declares its political neutrality, and states that it does not finance, directly or indirectly, either in India or abroad, any political parties or their representatives or candidates. Anyone who wishes to participate in activities of a public or political nature must do so exclusively on their own account and outside office hours.

o **Prevention of fraud and corruption**

MCIE strictly prohibits any behaviour or practice of corruption, bribery and peddling of influence in connection with clients, suppliers, business partners and public officials or institutions, national or international, including those related to money laundering.

Therefore, in their relations with third parties, people who are part of MCIE may not offer or accept gifts or gratuities that go beyond the merely symbolic or that could be interpreted as an attempt to unduly influence a commercial, professional or administrative relationship.

This prohibition does not extend to disbursements or gratuities that may be considered normal or usual in the market, up to reasonable amounts taking into account the nature, frequency and quantity. In any case, they must be authorised by the superior.

Likewise the delivery, directly or indirectly, of gifts, tokens of appreciation or benefits to public representatives in order for them to exert their influence in favour of MCIE is not permitted. Similarly, it is strictly prohibited to take advantage a personal relationship in order to improperly influence a public authority or official.

It is not only prohibited to offer, promise or give anything of value but also to ask for, accept or receive anything of value as consideration for performing or not performing any action for the benefit or advantage of any third party.

The scope of these offences also includes other behaviour such as:

- **“Concealed” payments:** when a third party who receives something of value that is in fact intended for a public official and the third party acts as go-between so that the thing of value is ultimately delivered to the public official.
- **Payments to expedite procedures (facilitation payments):** small payments that may be demanded by civil servants to expedite or ensure compliance with their normal functions.

Any agreement with third parties that lead to an obligation of payment by The Company must be recorded in writing, clearly stating the service provided, and must be approved by the appropriate person in accordance with the systems and procedures of the Company.

Any payment by the Company should be made through a cheque for deposit only or bank transfer. Payments in cash or with a cheque to the bearer are expressly prohibited, along with payments without proof of receipt. The use of these last two payment methods must be minimised and reduced to insignificant amounts.

Any payment, direct or indirect, of commissions or any other form of remuneration in order to receive orders or obtain a commercial advantage is expressly prohibited. This does not include payments made to sales agents or representatives of MCIE as a result of the performance of their activities on behalf of the Group, provided they are within the law.

o **Gifts and personal gratuities**

Under no circumstances may gifts be accepted in cash or in kind, in the form loans, individual benefits or actions by third-party individuals or legal persons related to the activities of MCIE that may cause a loss of independence and fairness in the relations with the group's different stakeholders.

The category of gift will be understood to include any items that confer an individual advantage such as non-institutional gifts, commissions or professional promises.

o **Conflicts of interest**

Professional decisions and actions must be based on their benefits to MCIE and must not be motivated by personal considerations or relationships.

Conflicts of interest arise when the personal interests of people who are part of MCIE, either directly or indirectly, are contrary to or in conflict with the interests of the Group, they interfere with the fulfilment of their duties and professional responsibilities or personally involve them in any financial transaction or operation of the Group.

Accordingly, any person that considers that they are potentially in a situation of conflict of interests owing to their other activities outside the Group, family relationships, personal assets or any other reason, should immediately notify this fact to the Human Resources Department or the Compliance Department, so that they may analyse the existence or not of the conflict of interest and, in the event of such a conflict, the head of the unit can exclude the person from participating in the process where the conflict of interest exists.

The members of the Board of Directors of the Company and the Key Managerial Personnel shall adhere to the disclosure requirements and approval processes as specified under ‘Policy on materiality of and dealing with Related Party Transactions’ of the Company and provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition, those holding Executive Office, or their Relatives (as defined under the Companies Act, 2013) and the companies controlled directly or indirectly by them, who are linked by a

working relationship with MCIE may not perform, on a self-employed or an employee basis, tasks, jobs or provide services for the benefit of companies in the sector or companies that develop activities likely to compete directly or indirectly with those of MCIE

Any person who is part of MCIE who has a pecuniary or proprietary relationship, direct or through kinship, with company suppliers, customers and/or competitors, must inform the Human Resources Department and to the Compliance Department (in case of Directors, Key Managerial Personal or Senior Management Personnel) using the form in Appendix I.

- **Business partners**

Strategic alliances allow MCIE to gain a better understanding and adaptation to local markets. Business partners are selected after performing the corresponding due diligence as part of an objective and impartial selection process.

People who are part of MCIE must comply with the internal regulations on the selection of business partners, helping them to understand the Group's expectations and act in accordance with applicable regulations, reporting any suspicion that a partner company may not be meeting the Group's standards or its contractual obligations and cooperating with all audits and investigations in which they may be involved.

- **Suppliers**

Relationships with suppliers of MCIE are based on conditions of mutual respect and equal opportunities.

The selection processes for suppliers, contractors and associates of MCIE must be conducted with impartiality and objectivity. Accordingly, employees must apply criteria of quality and cost in these processes, avoiding any conflict of interest or favouritism in their selection.

The Group will require its suppliers to sign the "Supplier Social Responsibility Commitment". Likewise, the Group will promote the performance of any audits that may be necessary to identify and correct deficiencies or weaknesses in the internal control systems of suppliers, contractors and business partners.

- **Funders**

MCIE agrees to negotiate the best conditions according to the investment needs and market conditions, ensuring that the funding and economic resources obtained are proportional and appropriate for the nature of the projects envisaged and strictly complying with the conditions established in the financing agreements.

4.5 Transparency, integrity and confidentiality of information.

All the people who are part of MCIE must act clearly and transparently, ensuring the reliability and accuracy of the financial and non-financial reporting, both for internal use and that submitted to the market, providing accurate, comprehensive, understandable and timely information.

No person from MCIE will intentionally provide incorrect, inaccurate or imprecise information that may mislead the recipient and/or that may affect the Group's reputation.

With this objective, a series of specific rules aimed at all people involved in the MCIE financial and non-financial reporting preparation process are described below:

- ✓ Act with honesty and diligence in the reporting preparation process.
- ✓ Ensure that all registered reporting is derived from transactions and operations actually performed and that the information was recorded at the appropriate time.
- ✓ Ensure that the reporting is recorded accurately, faithfully reflecting all of the transactions.

- ✓ Record and prepare the reporting in accordance with the applicable laws and regulations, including financial regulations when applicable, and under generally accepted accounting principles.
- ✓ Comply with the Group's policies and procedures and follow an effective internal control system.
- ✓ Update and maintain all skills that are necessary for the performance of the activities in the reporting preparation process.
- ✓ Correct or report for correction any error that may affect the reliability of the reporting.
- ✓ Inform, as appropriate, the Audit Committee and the Board of Directors of MCIE regarding any situation involving a breach of the rules contained in this policy.

Compliance with the rules described here does not exempt from compliance with the remaining guidelines contained in the Code of Conduct.

Individuals should not make improper use of inside information, by using it for their own benefit or that of third parties. In particular, until it is publicly disseminated, any information about the financial results of MCIE, its activities, plans, contacts, product presentations or planned operations is all considered to be privileged information belonging to the Group and is confidential. Such information should be strictly handled on need to know basis and in accordance with 'Policy on Determination of Legitimate Purpose'

Only authorised people may have contact with analysts and media. Any information that is disclosed to the media of a financial nature or of a nature that could influence the opinion of the recipients on the Company's value must be approved by an authorised person.

Insider trading in securities of the Company is not permitted. The Code of Conduct prescribed by the Board of the Company for the prevention of insider trading in securities of the Company will have to be strictly adhered to and requisite disclosures made. No employee shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities the Company and strictly adhere to the provisions of Regulation 26 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For more details please read 'Code of Conduct to Regulate, Monitor and Report trading in the Securities of the Company' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information'

4.6 Tax obligations and use of public funds

MCIE assures the fulfilment of its tax and Social Security obligations, as applicable in accordance with the legislation in force (submission of tax returns, payment of taxes, registration of transactions subject to taxation, payment of Social Security contributions, etc.).

As a result, it is prohibited to unlawfully elude payments or obtain undue benefits, to the detriment of the Tax Authorities, on account of the Group; and likewise, to avoid the payment of Social security contributions and joint collection taxes, to obtain undue refunds of such contributions or to benefit from improper deductions for any reason.

Furthermore, it is expressly prohibited to request, on behalf of MCIE, any subsidies, rebates or aid from Public Administrations, using false information or conditions of any kind on behalf of MCIE. If such an action is directly proposed by the official or public authority, it must be rejected and reported immediately to a higher authority.

MCIE must operate under a framework of transparency and truth, especially in the application, implementation and justification of subsidies, always providing information that is truthful and

accurate, and monitoring the implementation of any subsidy granted. It is also prohibited to allocate a subsidy or public fund to any purpose other than for which it was awarded.

4.7 Use of resources and assets

All the people who are part of MCIE have a responsibility and commitment to protect the Group's assets against damage, loss, theft and misuse.

The assets that the Group makes available to the people who form part of it must not be used for personal or non-professional use and/or activities not directly related to the Group's interests.

✓ Disposal of assets

The people who are part of MCIE must ensure the integrity of the Group's assets in the performance of their duties, in order to preserve them and not prejudice potential creditors.

To this end they must protect and take care of the assets they are responsible for or have access to in the performance of their duties and will use them appropriately for the purpose for such assets were entrusted to them. In particular, it is prohibited to sell, transmit, transfer, conceal, etc. any property belonging to MCIE, in order to evade the compliance of its responsibilities with regard to credit institutions.

✓ Use of electronic means

In particular, without prejudice to other rules and prohibitions contained in the specific usage instructions of each device, the people who are part of MCIE must make responsible use of the computer resources and means placed at their disposal, pursuant to criteria of safety and efficiency, excluding any computer use, action, or function that is unlawful, or contrary to the regulations or instructions of MCIE

Likewise, it is prohibited to install or use programs or applications whose use is unlawful, that do not have the relevant license or that may damage, destroy, alter, disable or impair the systems of MCIE or of third-parties.

When in the performance of their duties people must access a third-party application or computer system they must abide by rules of use established for that purpose by that third party, and the unauthorised access to other computer systems is completely prohibited.

4.8 Protection of personal data

The people who are part of MCIE must maintain strict confidentiality as to the information obtained in the course of their professional duties, except with the consent of the interested party or when obliged to do so as result of a legal duty or judicial or administrative decision. This data must not be processed for purposes other than those legally or contractually provided under any circumstances.

Gathering, storing or using personal data or communicating it to third parties must be performed in a manner that is respectful with the person and in accordance with legal provisions.

The obligation of confidentiality will remain, even after people no longer provide services for or are linked to the Group. In particular, the Board of Directors of MCIE and its subsidiaries, must observe the duty of confidentiality intrinsic to their office while they carry out activities, functions and powers on behalf of, representing, on account of or in benefit of Group.

With regard to personal data, MCIE takes special care to ensure the right to privacy and the protection of the personal data entrusted to it by employees, clients, partners, suppliers, business partners, contractors, employees, institutions and the general public.

In this sense, all people are obliged to respect and comply with data protection regulations and to contribute actively to ensure that personal data cannot be accessed by third parties.

4.9 Intellectual and industrial property

All the people who are part of MCIE must respect and preserve the intellectual and industrial property rights both of the Company (either owned by the Group or licensed to it under any arrangement) and of third parties.

Consequently, it is prohibited to make copies of patents, registered industrial design and/or distinctive signs whose owner is a third party; as well as to reproduce, plagiarise, distribute or publicly communicate a literary, artistic or scientific work without the authorisation of the owners of the corresponding intellectual property rights.

5. Interpreting

Any questions that might arise from the interpretation of this Code of Conduct will be resolved by the Human Resources Department of the Company concerned.

For the appropriate exercise of the powers of oversight of the Corporate Social Responsibility Committee, the Human Resources Department, in coordination with the Compliance Department, will send an annual report to the Committee on the implementation of this Code of Conduct and any decisions taken regarding its interpretation. The Corporate Social Responsibility Committee may establish general interpretation criteria.

6. Non-compliance.

No person who is part of MCIE is authorised to breach the guidelines and provisions of this Code of Conduct, even in response to the order of a higher authority. Failure to comply with the rules of this Code of Conduct will result in the application of sanctions in accordance with prevailing legislation.

The Corporate Social Responsibility Committee, reporting to the Board of Directors of MCIE is responsible for overseeing the proper implementation of the Code of Conduct.

7. Management procedure for notifications and consultations on irregularities or breaches of the Code of Conduct

MCIE has established the management procedure for notifications and consultations on irregularities or breaches of the Code of Conduct in order to promote its compliance as well as the regulations that develop it.

MCIE makes it possible for all people who are part of the organisation and its stakeholders to submit doubts and notify irregularities or breaches against ethics or integrity or that infringe the guidelines established in the Code of Conduct, through the Whistle Blower Channel in accordance with the Whistle Blower Policy of the Company.

APPENDIX I

Mahindra CIE AUTOMOTIVE LIMITED

To the Manager of the Human Resources Department of the Plant/Division and of the Compliance Department

[Place], on the [date]

Mr / Ms. _____

of Mahindra CIE AUTOMOTIVE LIMITED, declares, that with regard to supplier/customer/competitor:

_____ I am linked in a relationship of (*) _____ that I notify for all relevant purposes.

[signature]

- *Ownership
- *Shareholder
- *Kinship