

L&T FINANCIAL SERVICES
(“LTFS”)
Vigil Mechanism

Applicable to L&T Finance Holdings Limited and its subsidiaries i.e.

L&T Finance Limited (erstwhile Family Credit Limited)

L&T Infra Credit Limited (Formerly known as L&T Infra Debt Fund Limited)

Version Control:

Version	Date of adoption	Change Reference	Owner	Approving Authority
1	April 2019	Note 1	IA	BoD
2	October 2019	No Change	IA	BoD
3	October 2020	Note 2	IA	BoD
4	October 2021	No Change	IA	BoD

Note 1: Insider trading including front running, self-dealing, leakage of unpublished price sensitive information (UPSI) or suspected leakage of unpublished price sensitive information (UPSI) (Underlined portion got added in Scope – Clause no. 2.2 because of the regulatory change)

Note 2: After reconstitution of the Whistle Blower Investigation Committee effective November 14, 2019, revised composition of committee is now added. A clause under section 4.1 is added regarding access to whistleblower email id.

L&T FINANCIAL SERVICES

VIGIL MECHANISM

Good governance is an integral part and parcel of the existence of a Company in today's era of stakeholder engagement. Transparent procedures need to be adopted so as to ensure timely redressal of concerns of the Directors and the employees.

A Company's internal control and operating procedures are intended to detect and prevent improper activities. However achieving complete safety against irregularities may not be possible. The Company proposes to provide the directors and employees with a sense of ownership and interest alongside smooth functioning and growth.

The objective of the said policy is to establish a redressal forum which can process all complaints concerning questionable practices and through which the directors and employees can raise actual or suspected violations.

In line with our vision and values, which we cherish in our organization and as a part of good Corporate Governance, framing of Vigil Mechanism would be a step in the right direction. Management wishes to publish herewith, the Vigil Mechanism Framework. This Framework is meant to encourage employees and directors to report to the appropriate authority for rectification, if they find or observe anything wrong and or having an adverse effect on the Company's Financials / Image. The details of the policy - Inclusions, Exclusions and procedure are enumerated herein.

It is a whistle blowing policy that helps in:

- Following right practices
- Reporting Issues
- Promoting ethical conduct

which leads to:

- Commitment to higher standards of openness, probity & accountability
- Inspires & strengthens investors' confidence
- Genuine concerns getting voiced

1.0	INTRODUCTION	5
1.1	VIGIL MECHANISM	5
1.2	VIGILANT PERSON/WHISTLEBLOWER/TIPSTER	5
1.3	DATE OF IMPLEMENTATION	5
2.0	SCOPE	6
2.1	APPLIES TO WHOM?	6
2.2	ACTS OF WRONGDOINGS LIMITED TO:	6
2.3	MATTERS EXCLUDED AS THERE ARE SEPARATE FORUMS.	6
3.0	OMBUDSMAN	6
3.1	OFFICER AUTHORISED	6
3.2	RESPONSIBILITIES OF OMBUDSMAN	7
3.3	MEETINGS AND RECORDS	7
4.0	PROCEDURE	7
4.1	HOW TO REPORT:	7
5.0	PROTECTION OF VIGILANT PERSON/WHISTLEBLOWER/TIPSTER	8
5.1	FREEDOM TO REPORT	8
5.2	ASSURANCE OF PROTECTION.	8
6.0	COMPOSITION OF WBIC.	8

1.0 INTRODUCTION

1.1 Vigil Mechanism

Good governance is an integral part of the existence of a company. It inspires and strengthens investors' confidence by ensuring the company's commitment to higher goals and profits. This objective is achieved by adopting transparent procedures and practices, having in place effective machinery to address the concerns of all stakeholders, keeping shareholders informed about developments in the company and ensuring effective control over the affairs of the company.

The Company is committed to the highest possible standards of openness, probity, and accountability. In line with that commitment, we expect directors and employees that we deal with, to come forward and voice genuine concerns.

Keeping this in mind and to facilitate this process, the Company has formulated a Vigil Mechanism Framework to enable directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct.

The Vigil Mechanism Framework is a structured process, which encourages and facilitates directors and employees to report without fear, wrongdoings or any unethical or improper practice which may adversely impact the image, credibility and/or the financials of the company, through an appropriate forum. The objective is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal accounting controls, or fraudulent reporting of financial information and anti- social conducts.

In other words, if directors and employees observe any wrongdoing that may adversely affect the company's image or financials they should assist in rectifying it by reporting it to the management for appropriate action.

1.2 Vigilant Person/Whistleblower/Tipster?

A '**Vigilant Person/Whistleblower/Tipster**' is an employee or a director, who finds that another employee or director or an outsider is engaged in a conduct which may inappropriately affect the image, credibility or financials of the Company and who may, without expecting any reward in return report the matter to the Management as per the guidelines given below. Such a person is known as a 'Vigilant Person/Whistleblower/Tipster' and the matter so reported by any employee or director of the company shall be considered to be under 'VIGILANCE'.

1.3 Date of Implementation

This Vigil Mechanism comes into force from April 1, 2014.

2.0 SCOPE

2.1 Applies to Whom?

This Vigil Mechanism Framework is applicable to all employees and directors of the Company.

2.2 Act of Wrongdoing as illustrated below may include but not limited to:

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of the company's interest
- Misappropriation/misuse of Company's resources, like funds, supplies, or other assets including business assets
- Authorizing/receiving compensation for goods not received/services not performed
- Authorizing or receiving compensation for hours not worked
- Improper use of authority for personal gain
- Release of Proprietary Information
- Kickbacks or unauthorized commissions
- Giving and taking bribes
- Theft of Cash/Assets
- Theft of Goods/Services
- Unauthorized discounts/approvals/sanctions/ guarantee/ assurity including to clients/ investors
- Falsification/Destruction of Company records
- Fraudulent Insurance Claims
- Insider trading including front running and self-dealing
- Work Place Harassment

2.3 Matters pertaining to the following shall be excluded from the purview of Vigil Mechanism Framework.

- Personal Grievances
- Dissatisfaction with appraisals and rewards
- Complaints relating to Service conditions
- Company Policies
- Suggestions for improving operational efficiencies
- Sexual Harassment (redressal mechanism provided under the relevant Act)

3.0 OMBUDSMAN

3.1 Officer Authorized

The Head Internal Auditor of L&T Financial Services will act as an Ombudsman.

3.2 Responsibilities of Ombudsman

- Receiving and acknowledging complaints
- Sorting / Screening / Short listing
- Interim communication to Audit Committee/Managing Director / Whole-time Director/ Whistle Blower Investigation Committee
- Investigation through appropriate delegation / agencies
- Recommend course of action based on investigation to Management
- Prevention of harassment to and redressal of complaints of Vigilant person/Whistleblower/Tipster
- Ensuring safety of the Vigilant person from being persecuted within the organization
- Any other related responsibility as decided by the Management
- **The decision on the course of action on the whistleblower's complaint as taken by the Ombudsman will be final.**

3.3 Meetings and Records

- The Ombudsman will maintain its records such as Agenda, Minutes of the Meeting, Complaint Reports, and Action initiated etc.

4.0 PROCEDURE

4.1 How to report:

A perceived wrongdoing or an act for whistle blowing may be reported by a **Vigilant Person/Whistleblower/Tipster** in oral or written form, including e-mail. The complaint may also be registered through telephone. Contact details are furnished at the end of this document.

- In the case of oral reports, the **Vigilant Person/Whistleblower/Tipster** may approach his immediate superior or the Departmental Head who should get the oral report converted into a written one. The written report should then be forwarded to the Ombudsman. Ombudsman after considering the report and its gravity may settle the grievance if it is not so material and if it deals with petty issues. However if the grievance is material then it should be forwarded to the Whistle Blower Investigation Committee, for investigation. After investigation the complaint with Investigation Report should be forwarded to respective entity's Audit committee /Managing Director / Whole-time Director as the case may be.
- The complaint or grievance from a **Vigilant Person/Whistleblower/Tipster** can also be directly submitted to respective entity's Audit Committee/Managing Director / Whole-time Director. The recipient would acknowledge the same and review the issue as deemed necessary and also forward the report to Ombudsman for the record purpose. The recipient will make all efforts to expeditiously look into the complaint received from **Vigilant Person/Whistleblower/Tipster** including reference to the Whistle Blower Investigation Committee.
- Anonymous complaints will normally not be considered. However where the nature of complaint is very specific and provide a mechanism for the Ombudsman / Committee to seek further details from the complainant with assured confidentiality, such complaints may be encouraged in case of grave matters.

The Chairman of the Audit Committee of the Board of Directors has direct access to the Whistleblower email ID and shall be informed of complaints received under the mechanism by the Ombudsman

Contact address & e-mail:

L&T Finance Holdings Ltd., PO Box No: 9760, Vidyanagari, Mumbai 400 098
Email: whistleblower@lfs.com

5.0 PROTECTION OF VIGILANT PERSON/WHISTLEBLOWER/TIPSTER

5.1 Freedom to Report

Directors or Employees should feel free to report matters of wrongdoing to the Whistle Blower Investigation Committee without fear of any repercussion on themselves. The Management assures maintaining anonymity of the Vigilant Person/Whistleblower/Tipster at all times. The Management also affirms that the whistleblower/person exercising vigilance shall be protected from unfair termination, threat of termination, disciplinary action, transfer, demotion, refusal of promotion or any other unfair prejudicial employment practices, which the Vigilant Person/Whistleblower/Tipster may face from any quarters within the Company due to the act of whistle blowing/exercising vigilance.

5.2 Assurance of Protection

If at any time, Vigilant Person/Whistleblower/Tipster perceives or apprehends that he is being unfairly victimized or harassed due to his act of whistle blowing/exercising vigilance, he shall have the right to approach the Ombudsman who will review the Vigilant Person/Whistleblower/Tipsters complaint and take appropriate action, as applicable, to ensure that the Vigilant Person/Whistleblower/Tipster is not so subjected to any unfair or prejudicial employment practices on account of his alleged victimization.

6.0 COMPOSITION OF WBIC

The respective Board of L&T Finance Holdings Limited (LTFH) group companies have reconstituted the Whistle Blower Investigation Committee (WBIC) effective November 14, 2019.

The revised composition of the committee is given below:

Group Chief Financial Officer
Chief Human Resources Officer
Head-Group Secretarial
Head-Internal Audit

VIGIL MECHANISM – WORKFLOW

