

# WHISTLEBLOWER / VIGILANCE POLICY

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Version	Issue Month	Revision Description
<b>1.0</b>	Since inception	First version of Vigilance Policy
<b>2.0</b>	August 2023	Inclusion of Incentives for Whistleblowers

## Table of Contents

1. Introduction.....	3
2. Purpose .....	3
3. Scope .....	3
4. Definitions .....	4
5. The Guiding Principles.....	5
6. Coverage of Policy .....	5
7. Disqualifications .....	6
8. Reporting Mechanism .....	6
9. Protection .....	8
10. Secrecy/Confidentiality .....	8
11. Incentives for Whistleblowers.....	8
12. Reporting.....	9
13. Amendment .....	9

## 1. Introduction

The organization believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The role of the stakeholders, including individual employees and their representative bodies in pointing out such violations of the policy cannot be undermined. The Company is committed to develop a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Company shall oversee the Vigil Mechanism through its Audit Committee of the Board of Directors of the Company and if any members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

In terms of the provisions of the Companies Act, 2013 read with rules framed thereunder ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") listed companies are required to establish a Whistle Blower/vigil mechanism for employees, and directors of the Company to report genuine concerns to the management regarding instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

## 2. Purpose

- i. To eliminate & help prevent malpractice and to investigate and resolve complaints
- ii. To provide a framework to promote responsible and secure whistle blowing
- iii. To ensure that anyone who is aware (director/employee/ stakeholder) of a breach of the Company policies and procedures, suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct or ethics etc., feels free to bring this to the attention of appropriate personnel in the Company, without fear of victimization, harassment or retaliation
- iv. Take appropriate action to safeguard the interests of the IIFL Finance Limited
- v. To ensure that any person making a complaint (hereinafter referred to as **"Whistle Blower"**) is protected, while at the same time actively discouraging frivolous and insubstantial complaints
- vi. To act as an additional internal element of the Company's compliance and integrity policies

Please note that this policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

## 3. Scope

This policy shall apply to all employees, directors and other stakeholders of the company irrespective of their location, function or grade.

## 4. Definitions

- (i) **"Act"** means the Companies Act, 2013 r/w relevant rules, as amended from time to time
- (ii) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015
- (iii) **"Board"** means the Board of Directors of the Company;
- (iv) **"Company"** means IIFL Finance Limited and its subsidiaries and associates;
- (v) **"Disciplinary Action"** means any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter
- (vi) **"Directors"** means all the directors of the Company
- (vii) **"Employee"** means every employee or officer on the permanent or temporary rolls of the Company (whether working in India or abroad)
- (viii) **"Fraud"** in relation to affairs of a company or a body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss
- (ix) **"Investigation Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation
  - "Protected Disclosure"** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity
  - "Unpublished Price Sensitive Information or UPSI"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include without limitation, information relating to the following:
    - a) financial results;
    - b) dividends;
    - c) change in capital structure;
    - d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
    - e) changes in key managerial personnel.
- (x) **"Whistle Blower"** is someone who makes a Protected Disclosure under this Policy
- (xi) **"Whistle Officer" or "Committee"** means an officer or Committee of officers who is nominated/appointed by the Ombudsperson to conduct detailed investigation

**(xii) “Ombudsperson”** shall be the Chief Anti-Corruption Officer for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. Any change in the Ombudsperson may be carried out by the Audit Committee

## **5. The Guiding Principles**

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- i. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so
- ii. Treat victimization as a serious matter including initiating disciplinary action on such person/(s)
- iii. Ensure complete confidentiality
- iv. Not attempt to conceal evidence of the Protected Disclosure;
- v. Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made
- vi. Provide an opportunity of being heard to the persons involved especially to the Investigation Subject

## **6. Coverage of Policy**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- i. Abuse of authority
- ii. Breach of contract
- iii. Negligence causing substantial and specific danger to public health and safety
- iv. Manipulation of the Company data/records
- v. Financial irregularities, including fraud, or suspected fraud
- vi. Leakage of unpublished price sensitive information
- vii. Criminal offence
- viii. Pilferage of confidential/proprietary information
- ix. Deliberate violation of law/regulation
- x. Any violation of applicable law and regulations to the Company, thereby exposing the company to penalties / fines
- xi. Wastage/misappropriation of company funds/assets
- xii. Breach of employee Code of Conduct or Rules
- xiii. Any other unethical, biased, favored, imprudent event which does not conform to approved standard of social and professional behavior or a grievance about a personal situation.

*The above list is only illustrative and should not be considered as exhaustive.*

Please note that this Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

## 7. Disqualifications

- i. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action
- ii. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention or a grievance about a personal situation
- iii. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct

## 8. Reporting Mechanism

Necessary awareness among all employees in all cadres shall be created on this policy, stating the reporting mechanism.

The disclosure of complaints under this policy can be made through the following mechanisms:

### i. IIFL F.I.T Helpline:

- To facilitate the implementation of the policy, the organization has set up the IIFL F.I.T Helpline, which is a platform to register whistleblower complaints anonymously
- The F.I.T Helpline Initiative, governed by the whistleblower/vigilant policy for the organization, is aimed at ensuring that unethical conduct is reported in good faith through this mechanism
- The platform is managed by KPMG which acts as an external third-party service provider

The reporting channels for this initiative are as mentioned below:

Reporting Channel	Contact Information
Phone	1800 200 4421
Email	<a href="mailto:fiifl@ethicshelpline.in">fiifl@ethicshelpline.in</a>
Web Portal	<a href="http://www.fiifl.ethicshelpline.in">www.fiifl.ethicshelpline.in</a>
Post Box	P.O.Box No 71, DLF Phase 1, Qutub Enclave, Gurugram – 122002, Haryana, India

### ii. Whistleblower email id:

- Whistle Blower can also make Protected Disclosure under this mechanism to the Ombudsperson by writing at email id i.e. [whistleblower@iifl.com](mailto:whistleblower@iifl.com), as soon as possible, after becoming aware of the suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct or ethics etc
- The email id i.e. [whistleblower@iifl.com](mailto:whistleblower@iifl.com) shall be accessible by such other persons as maybe be nominated by Ombudsperson from time to time

- If initial enquiries undertaken by Ombudsperson or such Whistle Officers/Committee nominated by the Ombudsperson(s) under this mechanism indicates that the concern has no basis, or it is not a matter of investigation, it may be dismissed at this stage and the basis for such dismissal will be recorded and such decision will be documented. The timeline for initial enquiries/investigation shall not exceed 30 days from the date of receipt of the concern
- Where initial enquiries indicate that further investigation is necessary/ where the case does not qualify for dismissal, this will be carried through either the Ombudsperson(s) or by such Whistle Officers/Committee nominated by Ombudsperson(s) for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made by the Ombudsperson(s)/Whistle Officers/Committee (as may be applicable) and such report shall include following:
  - i. Facts of the matter
  - ii. Whether the Protected Disclosure was raised previously by anyone or not, and if made, the outcome thereof
  - iii. Whether any Protected Disclosure was raised previously against the same Investigation subject
  - iv. The financial/ otherwise loss which has been incurred/ would have been incurred by the Company
  - v. Findings of the Ombudsperson/Whistle Officer/Committee
  - vi. Impact Analysis (If applicable)
  - vii. Recommendations of the Ombudsperson/Whistle Officer/Committee in the disciplinary/ other action/(s)
  - viii. The Ombudsperson for the purposes of this Policy and implementation of Whistle Blower Mechanism may also appoint Investigating Officer or seek external / professional advice
- On submission of report, the Whistle Officer/ Committee shall discuss the matter with Ombudsperson who shall either:
  - i. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/ Committee and take such Disciplinary Action as the Ombudsperson may think fit and take preventive measures to avoid reoccurrence of the matter; or
  - ii. In case the Protected Disclosure is not proved, extinguish the matter and take note of same; or
  - iii. Depending upon the seriousness of the matter, the Ombudsperson may refer the matter to the Audit Committee with proposed disciplinary action/counter measures. The Audit Committee may decide on the action. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
  - iv. In case of repeated frivolous complaints being filed by a director or an employee or any stakeholder, the audit committee may take suitable action against the concerned director or employee or stakeholder, if any, including reprimand.
  - v. In exceptional cases, where the Whistle Blower is not satisfied with the mechanism under this policy, s/he can make a direct appeal to the Chairman of the Audit Committee by writing at below mentioned address:

To,  
The Chairman of the Audit Committee  
IIFL Finance Limited  
IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23,  
Thane Industrial Area, Wagle Estate,  
Thane 400604, Maharashtra, India

## **9. Protection**

- i. No unfair treatment will be caused to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- ii. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure
- iii. The Company will take steps to minimize the difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in any disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc
- iv. The identity of the Whistle Blower shall be kept confidential
- v. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower

## **10. Secrecy/Confidentiality**

The Whistle Blower, the Investigation Subject, the Ombudsperson/Whistle Officer/Committee and everyone involved in the process shall:

- i. maintain complete confidentiality/ secrecy of the matter
- ii. not discuss the matter in any informal/social gatherings/ meetings
- iii. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- iv. not to keep the papers unattended anywhere at any time
- v. keep the electronic mails/files under password
- vi. A record of complaints, conclusion, actions etc., if any, shall be maintained by the Company.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

## **11. Incentives for Whistleblowers**

- (i) The policy sets out the incentives for whistleblowers, which shall be proportionate to the gravity of the misconduct or malpractice they exposed. These guidelines are based on the level of financial improprieties carried out within the organization.
- (ii) The company will carry out due diligence checks to investigate and confirm the legitimacy of the whistleblowing complaint. A thorough investigation of the facts and evidence and an unbiased assessment will be conducted before any rewards are given out.
- (iii) In case a whistleblower complaint, where the allegations are investigated and substantiated by the National Manager – Offsite and approved by the Head HRBP as well as signed off by the Audit head & CHRO, results in prevention of a



potential loss, monetary or non – monetary, to the organization, the moral courage shown by the whistle blower will be recognized by the organization.

- (iv) The whistleblower will be rewarded with monetary incentive, as deemed appropriate by the Audit team, up to Rs. 10,000 along with a certificate of appreciation.
- (v) The monetary incentive will be processed by the payroll team, basis submission of the required approvals.

## **12. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## **13. Amendment**

The Company reserves the right to amend or modify this policy in whole or in part, at any point of time. Any amendment to the policy shall take effect from the date when it is approved by the Audit Committee / Board of Directors of the Company.