

VIGIL AND WHISTLE BLOWER POLICY

(Policy and Process Document)

**(Approved by Board of directors at its
meeting held on 12 March 2019)**



1.Purpose:

The Whistle Blower Policy is created with a purpose to provide a secured framework which an employee can use to share his/her views, observations and objections with regards to unacceptable work behaviour, management practices, business practices, physiologically adverse work conditions, and other such activities of reasonably negative nature which may be seen to tarnish the image of the organization, its products, its social image, employee morale and employee's safety at the workplace including but not limited to violation of integrity norms like leak or suspected leak of Unpublished Price Sensitive Information under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

2.Eligibility:

This policy is applicable to all employees of BFL across levels and bands and the Directors of the Company.

3a. The policy:

This policy and process document defines the scope of actions and activities which are covered by the policy and its purpose. The document also lists the issue resolution metric as applicable to the neutral panel established under this program.

3b. Deviation matrix:

As a rule there shall be no deviations to the provisions and guidelines in this program.

4.Process:

Detailed process maps and Grids are prescribed in the policy document

5.Applicability:

This policy will remain current until withdrawn and communicated

6. Accessibility

Employees can access the channels governed by the policy as mentioned:

- I. Employees may write to Whistle Blower committee by sending an email to whistleblower@bajajfinserv.in

Framework Guidelines

This framework has been introduced with an aim to provide employees with a safe and confidential channel to share their inputs about those aspects which are adversely impacting their work environment each day.

In keeping with this objective employees are expected to report those actions, occurrences, events and observations which exhibit the following characteristics:

- Those activities, actions and practices in their immediate work environment that are not aligned to the company's culture, values or business practice.
- The actions of supervisors, peers and/or leaders which are reasonably believed not to be aligned to the organization's culture and ethics.
- Those experiences which one has reason to believe that are adversely impacting an individual employee's performance and engagement at work each day.

It is important that such experiences have been shared by the employee with his/her supervisor and/or skip level manager and also that the relevant management authority has not yet been able to address these escalations partially or in totality.

- Any act of physical assault which endangers or puts the fear of life endangerment in the mind of an employee while at work.
- Any verbal volley or continual targeted communication which psychologically intimidates the self respect and social image of an employee by another.
- Any uncontrolled action which directly violates with the Code of Conduct Policy (COCP), Disciplinary Action Policy (DAP), Policy Against Sexual Harassment at the Workplace (PASHW).
- Any issue or grievance which the employee has experienced due to an action or series of actions at work which the employee has reason to believe that it cannot be shared with anyone other than a 3rd party person who may be able to independently assess and help resolve the issues.
- Any escalation with regards to disrespect or isolation of an employee arising out of acts of insubordination, targeted groups', Non-Cooperation, work or behavioral revolt, ganging etc in the employees work environment.
- Serious malpractices (verifiable) by employees which jeopardize the corporate brand image of the company, its ethics and its products in the market.

The director in all cases & employee in appropriate or exceptional cases will have direct access with the Chairman of the Audit Committee.

Misuse of the Program and Channel

The company recognizes the need to offer employees this safe and secure channel to share their inputs about instances of serious or negative nature and/or incidents of unethical practices which they have observed, with a neutral 3rd party panel for investigation and action. It is also important for employees to be cognizant of the fact that the company discourages and shall take serious action should such channels be misused for any other purpose than for which they have been incorporated.

While every measure of confidentiality is taken on the part of the Whistle Blower Committee to safe guard identity and inputs shared by employees, the Whistle Blower Committee cannot vouch for the same level of confidentiality on the part of the reporter of the issue.

The program requires equal confidentiality from the reporter as much as the reporter believes in the confidentiality at the end of the Whistle Blower Committee. Thus any employee can report immediately to the program panel any action of repercussion arising out of leak of information at his/her end. Such leak of information may occur by error of mention or sheer negligence on the part of the employee. The committee reserves the right to independently investigate this afresh and take necessary action against the erring parties involved (including the reporter if the facts of investigation so reveal).

The use of this framework and channel is discouraged in any of the following scenarios which may be considered as 'Business as Usual' issues and should be reported to the respective business level authorities who are designated to address the same in each business by virtue of their roles.

- Non - functional / Mal functioning infrastructure, telecommunication systems and/or virtual systems
- Disagreements between employees arising in of the normal course of discussion with regards to business as usual (BAU) actions and/or expectations
- Disputes arising out of personal fall outs between employees outside of the company time and scope of work of their individual roles.
- Domestic issues which are personal to an employee cannot be reported via this discrete channel
- Historical conflicts between two or more employees which are perceived personal in nature and which may or may not have an impact on current performance and work delivery to the extent that one may considered it harmful to employee morale and business performance.
- Any action/issue which is currently under reasonable investigation and resolution within a department or Line of Business. as per the escalation matrix and resolution framework followed by the business. E.g. if an employee has escalated an issue within the department to his/her manager/ skip level manager and the same is being investigated within the framework of the business the employee cannot simultaneously report this issue via Whistle Blower channels as a back-up for investigation and resolution. An employee has a recourse to use the Whistle Blower channel only if reasonable time has passed without a resolution beings arrived at as per normal business matrix and/or if the resolution is reasonably biased and the employee has proof to substantiate the same before a neutral committee.

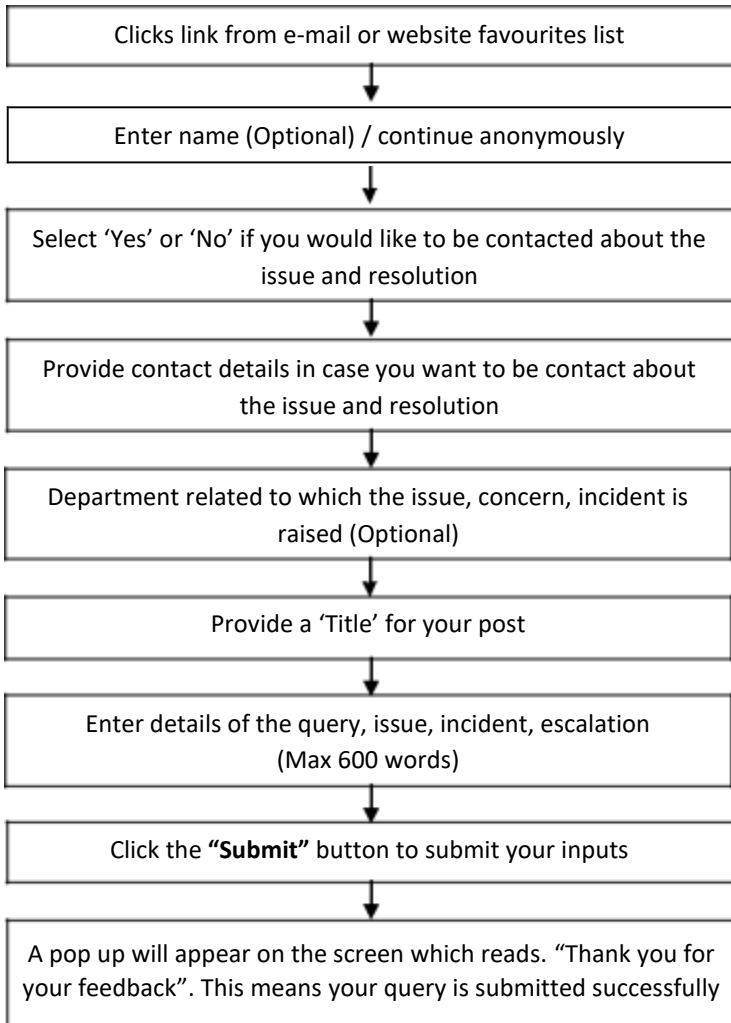
Panel Guideline and Framework

The Whistle Blower Committee shall comprise of a group of senior management representatives from different functional areas from inside and outside the organization. The panel shall comprise of members of specific functional areas as mentioned below:

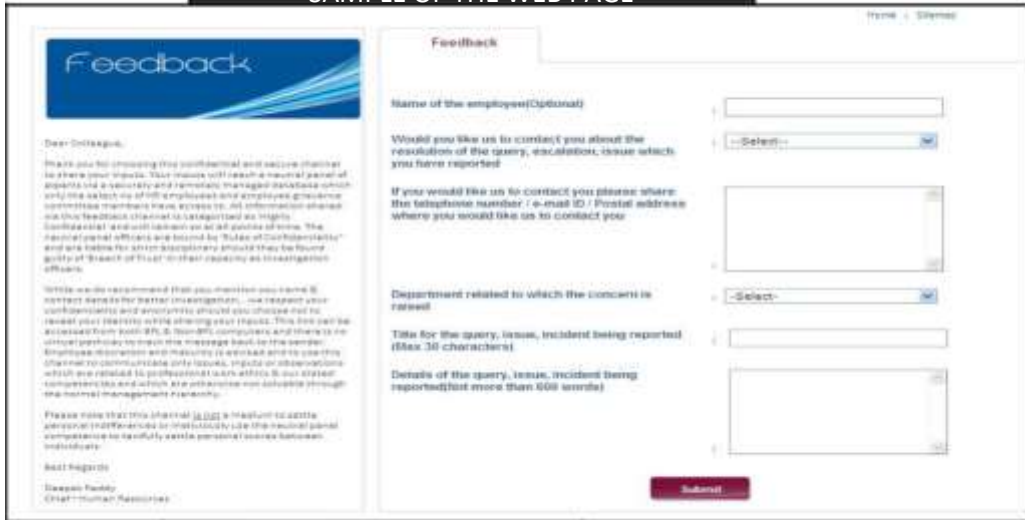
Committee composition	Incident Based Meetings Frequency	Turn Around Time for completing an Investigation
Chief - Human Resources Chief – Corporate Audit National Head Human Resources – Engagement and Operations (External Labour Welfare Consultants would be included as and when appropriate as approved by the 1 st three committee members	Committee with a minimum of 2/3 Quorum to meet within 24 Hours of receiving intimation about an incident. Such meetings shall be convened within normal working hours only. Post the 1 st meeting the committee to decide reconvening schedule basis type of incident and forecasted resolution timeframe	Resolution & action TAT depends on the complexity & severity of each incident and may not be uniform for all” Financial Irregularity Fraud Misappropriation Conflict of Interest Corporate Affairs Process non adherence Document forgery Breach of Code of Conduct Verbal Abuse Physical Assault Sexual Harassment Insubordination Manager behaviour related escalation Management practice related escalations Peer behaviour related escalations General issues pending categorization

UTILIZING THE CONFIDENTIAL FEEDBACK TOOL UNDER THE WHISTLE BLOWER FRAMEWORK

Process for an employee to raise the query on Line



SAMPLE OF THE WEB PAGE



Extract of note on subsequent page

Welcome Message from Chief – Human Resources – On the Portal

Dear Colleague,

Thank you for choosing this confidential and secure channel to share your inputs. Your inputs will reach a neutral panel of experts via a securely and remotely managed database which only the select no of HR employees and employee grievance committee members have access to. All information shared via this feedback channel is categorized as 'Highly Confidential' and will remain so at all points of time.

The neutral panel officers are bound by 'Rules of Confidentiality" and are liable for strict disciplinary action should they be found guilty of 'Breach of Trust' in their capacity as investigation officers

While we do recommend that you mention your name & contact details for better investigation, we respect your confidentiality and anonymity should you choose not to reveal your identity while sharing your inputs. This link can be accessed from both BFL & Non-BFL computers and there is no virtual pathway to track the message back to the sender.

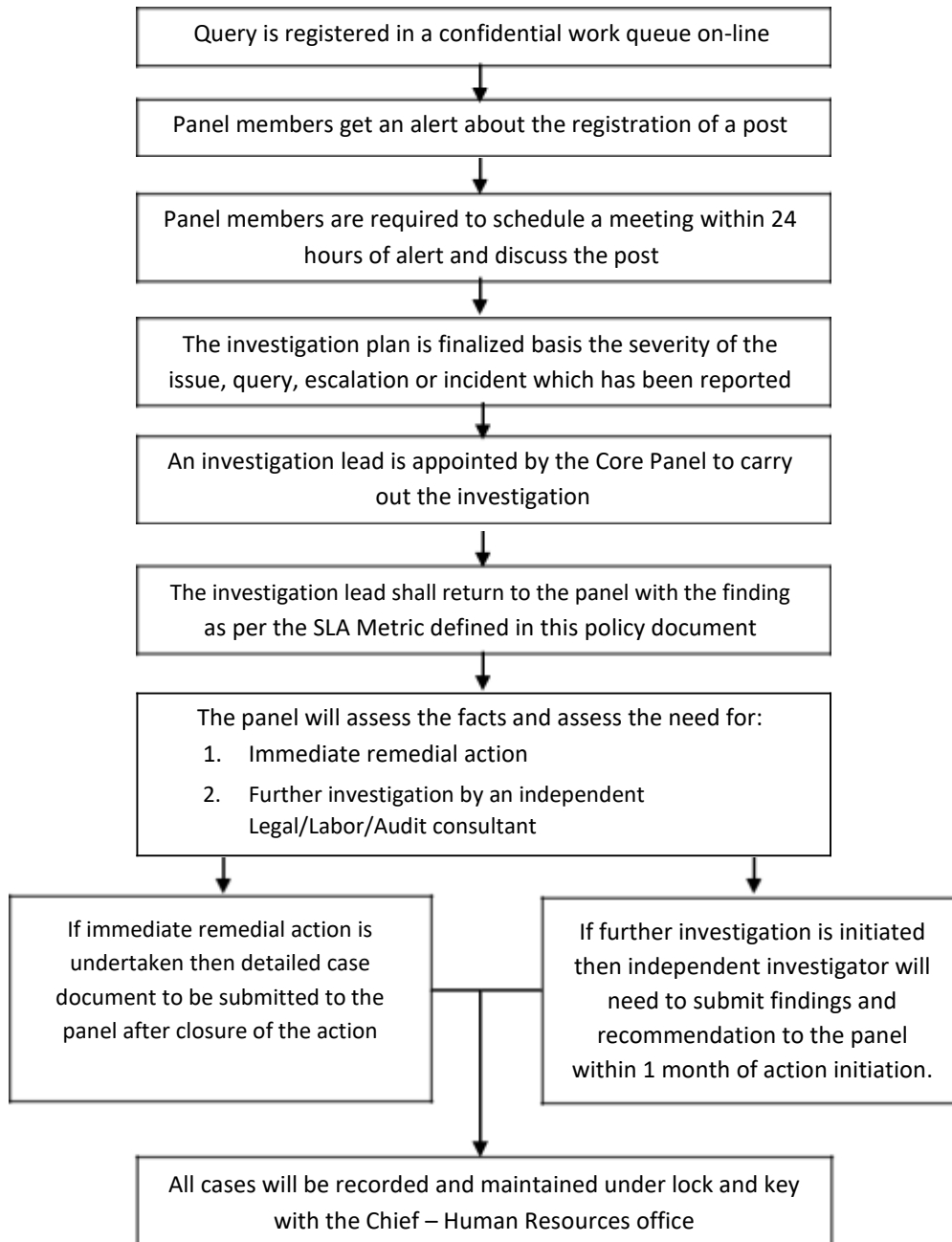
Employee discretion and maturity is advised to use this channel to communicate only issues, inputs or observations which are related to professional work ethics & our stated competencies and which are otherwise not solvable through the normal management hierarchy.

Please note that this channel is not a medium to settle personal differences or maliciously use the neutral panel competence to tactfully settle personal scores between individuals.

Best Regards

Chief – Human Resources & Administration
Bajaj Finance Limited

Process Flow - Post receipt of Query

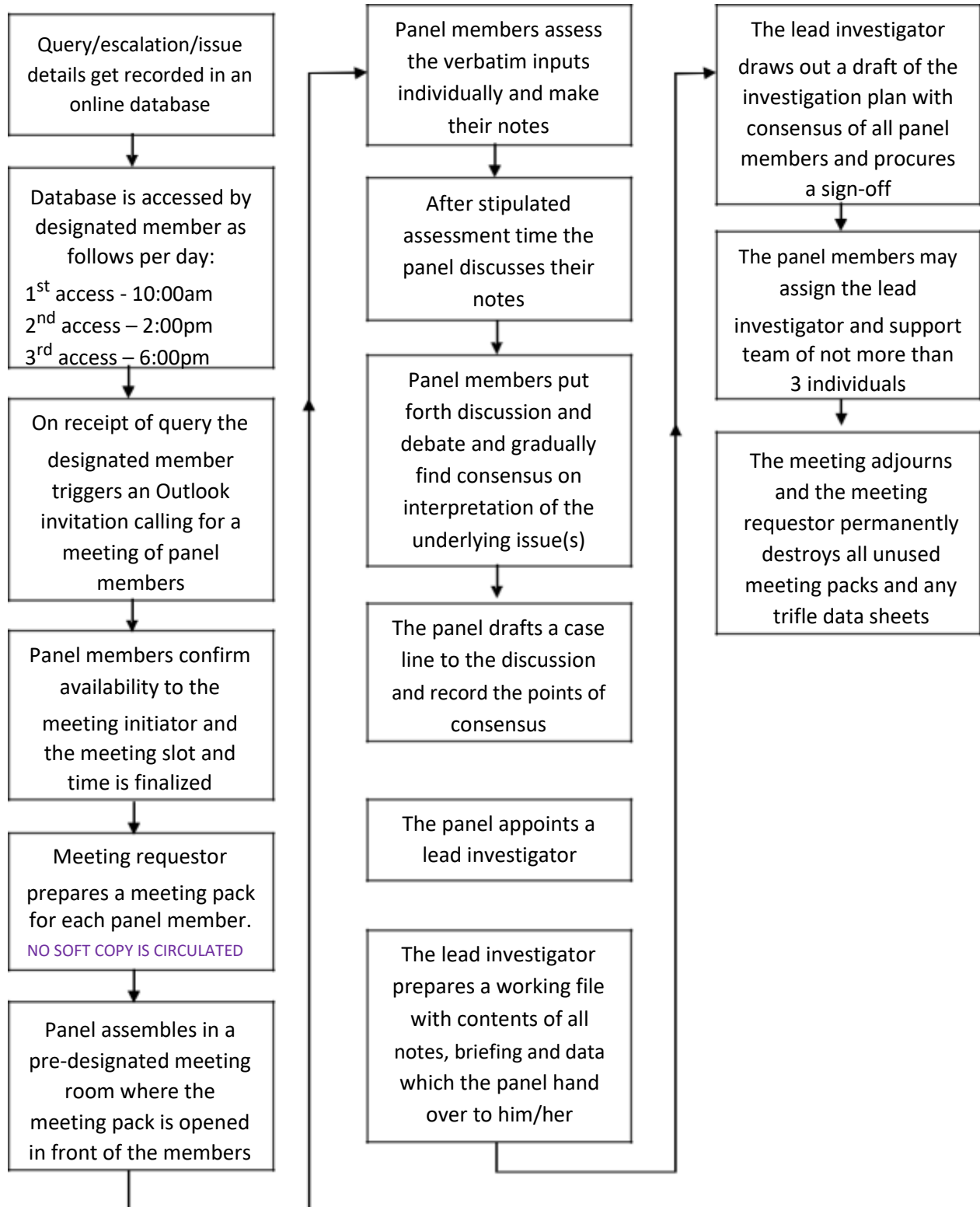


NOTE:

- The panel will have a 'discretionary' responsibility to share details of any case(s) with the management team
- The Morale Code of conduct shall be applicable to all involved and sensitive details shall be maintained in highest confidentiality with clear disciplinary action for any breach of Code

Example of how an Issue/Escalation would be managed (The First Meeting of the Panel)

It is important to understand a simple process of how a query/escalation/issue is handled and processed once the panel receives it via the online portal.



(The Investigation process and closure)

