

Escorts Finance Limited

Vigil Mechanism/ Whistle-blower Policy

Whistleblowing is the disclosure of information that relates to suspected wrongdoing or dangers at work. **Escorts Finance Limited** (hereinafter referred to as 'EFL' or 'the **Company**) is committed to lawful and ethical behaviour in its everyday activities. The aims of this policy are:

- a. To encourage to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate and that their confidentiality will be respected.
- b. To provide stakeholders with guidance as to how to raise those concerns.
- c. To reassure stakeholders that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

This policy should be read and applied in conjunction with the Company's Code of Business Conduct and Ethics and the Anti-Bribery Policy.

Applicability: The policy is applicable to:

1. All employees of the Company (including the Board of Directors);
2. Agents and Vendors;
3. Subsidiaries, Venture Partners, Business Partners, Customers /Clients, Associates;
4. Contractors, Sub-Contractors, Interns; or
5. Other third parties and/ or their affiliates.

All the foregoing 1-5 hereinafter collectively referred to as '**stakeholders**'.

Categories of Complaints to be Reported: Stakeholders are free to report any concerns or issues, without fear of retaliation to make known any inappropriate act or conduct, whether actual, potential or suspected. The list is not definitive but is intended to give an indication of the kind of conduct that might be considered as wrongdoing:

1. any unlawful act whether criminal or a breach of civil law;
2. failure to comply with any legal or professional obligation or regulatory requirements;
3. breach of trust;
4. abuse of authority
5. danger to health and safety;

6. damage to the environment;
7. bribery under our Code of Business Conduct and Ethics or the applicable anti-bribery law;
8. facilitating tax evasion;
9. financial fraud or mismanagement;
10. breach of ANY of our internal policies and procedures including our Code of Business Conduct and Ethics (with the exception of any violation that would fall under the policy for the Prevention of Sexual Harassment at the Workplace, as further detailed below);
11. conduct likely to damage our reputation or financial wellbeing;
12. unauthorised disclosure of confidential information;
13. Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.
14. deliberate violation of applicable laws/ regulations to the Company, thereby exposing the Company to penalties/ fines;
15. deliberate concealment of any of the above matters.

A Whistle-blower is a person who raises a genuine concern relating to any of the above. Any genuine concerns related to suspected wrongdoing affecting the Company's activities should be reported under this policy.

The special clause on sexual harassment complaints: Complaints about any sexual harassment shall be made to the Internal Complaints Committee (ICC) constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

The Whistle-blower: Whistle-blowers are not to act on their own in conducting any investigation. Even if stakeholders only suspect misconduct, reporting of the same is essential. The Whistle-blower shall cooperate with the actions and procedures conducted by the Whistle-blower Committee on such concerns. Whistle-blowers may make their disclosures anonymously.

Reporting: If any stakeholder has reason to believe that he/ she has become aware of any concern or misconduct of any nature as shared above, he/ she must immediately report those facts to their immediate superior or email concerns to escortsfinance@escorts.co.in (the e-mail will be acknowledged through an auto mailer). Any Whistle-blower desirous of having direct access in case of a special circumstance to the Chairman of the Audit Committee may send a mail directly to Mr. Sumit Raj, Chairman of the Audit Committee at escortsfinance@escorts.co.in.

Discrimination, Retaliation, or Harassment: Whistle-blowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If the Whistle-blower believes that he/ she has suffered any such treatment, they should inform the Whistle-blower Committee immediately. The Company strictly prohibits any discrimination, retaliation, or harassment against any Whistle-blower and any individual involved in such conduct shall be subject to disciplinary action.

Treatment against False Complaints: A whistle-blower who knowingly makes a false complaint or allegation shall be subject to corrective or disciplinary action, up to and including but not limited to penalty, suspension and termination of employment contracts or vendor/ procurement contracts or contracts of any other nature and such shall be in adherence with the rules, procedures, and policies of the Company. Further, protection under this policy would not mean protection from corrective or disciplinary action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or with a mala fide intention.

Additional Enforcement Information: In most cases, the whistle-blower should not find it necessary to alert anyone externally. However, in addition to the Company's internal complaint procedure, employees and stakeholders should also be aware that certain law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a statute or regulation has occurred.

Applicability of Local Laws: In instances where local law contradicts the policy, the local law shall take precedence and prevail over this policy. In instances where this policy is more restrictive than the applicable rules and regulations under the Companies Act, 2013, as amended, then the stakeholders are required to abide by this policy even when it imposes requirements that go beyond legal obligations. If whistle-blowers believe that there are conflicting legal obligations, they must take up the same with the Chief Financial Officer at escortsfinance@escorts.co.in.