



WHISTLE BLOWER POLICY

L&T TECHNOLOGY SERVICES LIMITED

**Record of Release**

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1. Introduction

1.1 Whistle Blower Policy

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.

Whistleblowing is a structured process, which encourages and facilitates employees to report without fear, any wrongdoings or unethical or improper practice which may adversely impact the image and/or the financials of the Company, through an appropriate forum. The objective is to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's/ L&T's code of conduct or ethics policy.

1.2 Definition

- a. **Disclosure** means any communication made in good faith regarding the conduct of the employee or employer that may provide evidence of unethical or improper activity.
- b. **Whistle Blower** is a director or an employee, who finds any conduct which may inappropriately affect the image, credibility or financials of the Company and can 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 'Whistle Blower' and the act of reporting is known as 'Whistle Blowing'.

2 Scope

2.1 Applicability

The Whistle Blower Policy is applicable to all directors and employees of L&T Technology Services Limited including directors and employees of its subsidiaries.

2.1 Illustrative Acts of Wrongdoings

- 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
- Authorizing/receiving compensation for goods not received/services not performed
- Authorizing or receiving compensation for hours not worked
- Improper use of authority



- Release of Proprietary Information
- Kickbacks
- Theft of Cash/Assets/ Services
- Unauthorized Discounts/Approvals/Sanctions
- Falsification/Destruction of Company Records
- Fraudulent Insurance Claims
- Disclosure of confidential information
- Leakage of Unpublished Price Sensitive Information (UPSI)

Matters pertaining to the following may be excluded as there are separate forum available for the same.

- Personal Grievance
- Dissatisfaction with appraisals and rewards
- Complaints relating to Service conditions
- Company Policies
- Suggestions for improving operational efficiencies
- Sexual Harassment

3 Composition & Role of Whistle Blowing Investigation Committee

3.1 Structure of the Committee

The Management of the Company is empowered to form/reconstitute a Whistle Blowing Investigation Committee (WBIC) which will consist of Senior Executives of the Company.

2.2 Responsibilities

- Receiving and acknowledging complaints
- Sorting/Screening/Short listing Investigation through appropriate delegation/agencies/appointing investigators
- Interim communication to CFO/ Head- F&A
- Investigation through appropriate delegation/agencies
- Recommend course of action based on investigation to management
- Prevention and redressal of Whistle Blower harassment
- Any other related responsibility as decided by the management
- The decision on the course of action on the Whistle Blower's complaint as taken by the Committee shall be final.

3 Meetings and Records

The WBIC will normally meet once in a quarter. It will maintain its records such as Agenda, Minutes of the Meeting, Complaint Reports, and Action initiated etc.



4 Procedure

4.1 Reporting System

The Company will employ the following mechanism to facilitate the disclosure of suspected improper conduct:

- In the case of oral reports, the Whistle Blower 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 WBIC.
- In case of complaints received with respect to suspect of sharing of Unpublished Price Sensitive Information, an employ may report to Information Leakage Investigation Committee (“ILIC”) or through Ethics Line
- Disclosure of suspected improper activity may be sent directly to the WBIC (via a letter or an email at: Report@integritymatters.in). Disclosures should be reported in writing to ensure a clear understanding of the issues raised along with Name, Department, address, contact details and email id.
- Disclosures should be factual and not speculative, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- WBIC is not bound to take cognizance of anonymous letters. Such anonymous communications will be appropriately dealt with by the Company.
- Disclosures to the WBIC/ Chairperson of the Audit Committee can be sent to the following address:-

Ethics Line

Ethics Line, Alpha, 2nd Floor, Unit 201, Hiranandani Gardens,
Powai, MUMBAI 400 076, INDIA

Call toll-free: 1800-2000-411

Web reporting: <https://secure.integritymatters.in>

Email: Report@integritymatters.in

Facsimile: (+91) 9699995411

The complaint relating to leak / suspected leak of Unpublished Price Sensitive Information should be sent ILIC constituted under the Policy & Procedure for Inquiry In Case of Leak / Suspected Leak of UPSI at the following address giving briefly the facts of the case / the transaction pertaining to which the information is leaked (to the extent possible), name and identity of the person, if available, who has leaked the information:

Ethics Line

Ethics Line, Alpha, 2nd Floor, Unit 201, Hiranandani Gardens,



Powai, MUMBAI 400 076, INDIA

Call toll-free: 1800-2000-411

Web reporting: <https://secure.integritymatters.in>

Email: Report@integritymatters.in

Facsimile: (+91) 9699995411

Such complaints will then be handled as per the procedure laid down in the Policy & Procedure for Inquiry In Case of Leak / Suspected Leak of UPSI.

- Upon receipt of the disclosure from a Whistle Blower, the WBIC/ILIC will review and may deal with the complaint, in the manner as it deems necessary. The WBIC/ILIC will make all efforts to expeditiously look into the report received from a whistleblower.
- The Whistle Blower can access of the Audit Committee at ACC@LntTechservices.com.

5 Protection of Whistle Blower & Confidentiality

5.1 Freedom to Report

Directors or Employees should feel free to report matters of wrongdoing to the WBIC without fear of any repercussion on themselves. The management also affirms that the Whistle Blower shall be protected from unfair termination and any other unfair prejudicial employment practices, which the Whistle Blower may face from any quarters within the Company due to the act of Whistle Blowing.

5.2 Assurance of Confidentiality and Protection

The identity of the Whistle Blower shall be kept confidential to the extent possible however this shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

While it will be ensured that Whistle Blowers are accorded protection from any unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

If at any time, Whistle Blower perceives or apprehends that he is being unfairly victimized or harassed due to his/her act of Whistle Blowing, he/she shall have the right to approach the WBIC who will review the Whistle Blower complaint and take appropriate action, as applicable, to ensure that the Whistle Blower is not so subjected to any unfair or prejudicial employment practices on account of his alleged victimization.

6. Date of Implementation

The Whistle Blower Policy comes into force from October 17, 2014.



7. Right to Amend

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.
