

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION /COMPENSATION FOR
DIRECTORS, SENIOR MANAGEMENT PERSONNEL, KEY MANAGERIAL PERSONNEL AND
OTHER EMPLOYEES**

The policy on directors' appointment and remuneration for directors, key managerial personnel and other employees ("Policy") is applicable to the following entities:

Sr. No.	Name of the Company
1.	L&T Finance Limited ("LTF")
2.	L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) ("LTICL")

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1. BACKGROUND AND OBJECTIVES:

Section 178 of the Companies Act, 2013 (“the Act”) and Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, require the Nomination and Remuneration Committee to formulate a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees of the Company and recommend the same for approval of the Board.

Further, under Scale Based Regulatory Framework, the Reserve Bank of India (“RBI”) vide its circular on “Guidelines on Compensation of Key Managerial Personnel and Senior Management in NBFCs” (“RBI Regulations”), as amended from time to time, require all NBFCs except those categorised under Base Layer and Government owned NBFCs to put in place a Board approved compensation policy.

Further, Regulation 19 read with Part D of Schedule II of the Listing Regulations, requires that the remuneration payable to Senior Management Personnel be recommended by the Nomination and Remuneration Committee to the Board.

Further Section 134 of the Act stipulates that the Board Report is required to include the company’s policy on directors’ appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and remuneration for KMP and other employees.

This policy is framed in accordance with requirements of the Act, the Listing Regulations and RBI Regulations (“the Policy”). The Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration/compensation, appointment, removal and evaluation of performance of the Directors, Senior Management Personnel (“SMP”) / Key Managerial Personnel (“KMP”) and other employees.

The objective of the Policy is:

- i. To guide the Board in relation to appointment and removal of Directors.
- ii. To formulate criteria for evaluation of Independent Directors and the Members of the Board.
- iii. To evaluate the performance of the Members of the Board including Independent Directors.
- iv. To determine criteria for payment of remuneration/compensation to Directors, Senior Management Personnel /Key Managerial Personnel and employees.
- v. To recommend to the Board remuneration/compensation payable to the Directors including SMP /KMP and employees, if required.
- vi. To ensure relationship of remuneration/compensation to performance is clear and meets appropriate performance benchmarks.

2. DEFINITIONS:

“Board of Directors” or **“Board”** means the Board of Directors of the Company, as constituted from time to time.

“Clawback” means a contractual agreement between the employee and the Company in which the employee agrees to return previously paid or vested remuneration/compensation to the Company under certain circumstances.

“Committee” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“Director” means a director appointed on the Board of the Company.

“Executive Director” / **“ED”** means a director entrusted with substantial powers of the management of the affairs of the Company.

“Independent Director” means an independent director referred to in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

“Policy” means Nomination and Remuneration Policy.

“Key Managerial Personnel”/ “KMP” means:

- a. Chief Executive Officer or the Managing Director or the Manager
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- f. Such other officer as may be prescribed under the Act

“Malus arrangement” means an arrangement which permits the Company to prevent vesting of all or part of the amount of a deferred remuneration/compensation. Malus arrangement does not reverse vesting after it has already occurred.

“Management” means a committee consisting of Managing Director & Chief Executive Officer of L&T Finance Holdings Limited and Chief Human Resource Officer, L&T Finance.

“Senior Management Personnel” / **“SMP”** for this purpose shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer. The Committee shall have the right to designate a person as a SMP.

Unless the context otherwise requires, words and expressions used in the Policy and not defined herein but defined in the Act and/or the Listing Regulations shall have the meaning assigned to them therein.

3. APPOINTMENT OF DIRECTOR(S) – CRITERIA IDENTIFICATION:

- i. The Committee shall identify and ascertain the integrity, professional qualification, areas of expertise and experience of the person, who is proposed to be appointed as a Director and appropriate recommendation shall be made to the Board with respect to his/her appointment to maintain balance, ensure effective functioning of the Board and ensure orderly succession planning. The Committee will consider the following while recommending to the Board the proposal relating to the appointment :
 - 1) Leadership qualities
 - 2) Industry knowledge and experience (as relevant)
 - 3) Experience and exposure in policy shaping and industry advocacy
 - 4) Understanding of relevant laws, rules, regulations and policies
 - 5) Corporate governance
 - 6) Financial expertise
 - 7) Risk Management
 - 8) Global experience/ International exposure
 - 9) Information Technology
 - 10) ESG expertise
- ii. The Committee shall ensure that atleast one of the Directors on the Board has relevant experience of having worked in a bank/NBFC.
- iii. A person is required to possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee, on the recommendation of Human Resource department (“HR Department”), if required, which is in charge of recruitment shall have the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position concerned.
- iv. Appointment of all Directors shall be subject to the provisions of the Act and rules thereunder, Listing Regulations, RBI regulations and other applicable regulations, as the case may be.
- v. Appointment / re-appointment of Independent Directors shall be specifically subject to the provisions of Section 149 of the Act read with schedule IV and rules thereunder and Regulation 16(1)(b) of the Listing Regulations, as the case may be. Before appointment as an Independent Director, the Committee shall satisfy itself that the proposed person satisfies the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Committee shall ensure that no person shall be appointed or continue the directorship as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. For every appointment of an Independent Director, the Committee shall evaluate the skills, knowledge and experience and on the basis of such evaluation, prepare a description of the role and capabilities

required of an Independent Director, if required. The person recommended to the Board for appointment as an Independent Director shall have the capabilities as identified. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- vi. No person shall be eligible to be appointed as a Director, if he is subject to any disqualifications as stipulated under the Act or any other law(s) for the time being in force.
- vii. Appointment of Directors on the Board of a Company shall be subject to the recommendation made by the Committee. However, the decision of the Board with respect to appointment of a Director shall be final.

Prior approval of the shareholders shall be obtained for appointment or re-appointment of a Managing Director or a Whole-time Director, who was earlier rejected by the shareholders at a general meeting.

- viii. Approval of shareholders for appointment/ re-appointment of a Director will be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
- ix. Appointment of Managing Director and Whole-time Director shall be subject to the provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V and rules there under, RBI regulations, Listing Regulations and such other applicable regulations. A person shall not occupy position as a Managing Director/Whole-time Director beyond the age of seventy years, unless his/her appointment is approved by a special resolution passed by the Company in general meeting. No re-appointment shall be made earlier than one year before the expiry of the term.
- x. The Company has framed a Code of Conduct for its Directors. The Directors have to abide by the Code of Conduct and ensure compliance of the same.

4. REMOVAL OF DIRECTORS:

Due to reasons of any disqualification mentioned in the Act or under any other applicable act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said act, rules and regulations.

5. RETIREMENT OF DIRECTORS:

The Director shall retire as per the applicable provisions of the Act and the prevailing policy of the Company, if any. ED/Managing Director shall retire at the age of 60 years from the Company.

6. EVALUATION:

A. Independent Directors/Non-Executive Directors

The Board/Committee shall carry out evaluation of performance of Independent Directors/Non-Executive Directors every year ending March 31st. In case of evaluation of a Director who is a member of the Committee, he/she shall abstain himself from participation, when he/she is being evaluated.

As a part of evaluation, the Committee shall determine the following criteria:

- i. Membership and attendance - Committee and Board Meetings
- ii. Contribution during such meetings
- iii. Active participation in strategic decision making
- iv. Inputs to executive management on matters of strategic importance
- v. Performance of the directors
- vi. Fulfillment of the independence criteria and their independence from the management
- vii. Such other matters, as the Committee/Board may determine from time to time

B. Executive Director

The Committee shall carry out evaluation of performance of EDs every year ending March 31st. In case, a Director is a member of the Committee, he/she shall abstain himself/herself from participation, when he is being evaluated. The evaluation shall be on the basis of Key Performance Indicators ("KPI"), which would be identified well in advance for EDs and weights assigned for each measure of performance keeping in view the distinct roles of the ED. The identified KPI for the EDs shall be approved by the Committee or the Board, pursuant to recommendation of the Committee, if required.

C. Senior Management Personnel /Key Management Personnel (other than Executive Director) / employee

- i. The HR Department shall initiate the process of evaluation of the aforementioned persons every year ending March 31st, with the department heads concerned/ Management. KPI shall be identified well in advance at the commencement of the financial year and the performance benchmark will be set by the respective reporting Manager(s)/Management/ department heads/Committee/as prescribed by law or regulator.

Further, the evaluation to determine whether the performance benchmarks are achieved will be undertaken by the respective reporting Manager(s)/Management/department heads/ Committee/ as prescribed by law or regulator. The payment of remuneration /compensation annual increment to the aforementioned persons shall be determined after the satisfactory completion of the evaluation process.

- ii. The HR Department of the Company is authorized to design the framework for evaluating the ED, / SMP KMP and employees. The objective of carrying out the evaluation by the Company is to identify and reward those with exceptional performances during a financial year. Training and development orientation programs on a need basis shall be provided to employees, whose performance during any financial year does not meet the benchmark criteria.

7. MATTERS RELATING TO REMUNERATION/COMPENSATION, PERQUISITES FOR DIRECTORS, SENIOR MANAGEMENT / KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

Section 178 of the Act, specifies that the Committee, while formulating the Policy is required to ensure the following:

- i. that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii. that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii. that the remuneration to directors, senior management and key managerial personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

RBI Regulations specifies that with respect to SMP and KMP, the Committee needs to ensure:

- i. that compensation levels are supported by the need to retain earnings of the Company and the need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP);
- ii. that the remuneration is reasonable, recognising all relevant factors including adherence to statutory requirements and industry practices; and
- iii. the remuneration/compensation packages may comprise of fixed and variable pay components aligned effectively with prudent risk taking to ensure that compensation is adjusted for all types of risks, the compensation outcomes are symmetric with risk outcomes, compensation pay-outs are sensitive to the time horizon of the risks, and the mix of cash, equity and other forms of compensation are consistent with risk alignment.

The remuneration/compensation structure shall be as follows with effect from April 1, 2023:

I. SENIOR MANAGEMENT PERSONNEL AND KEY MANAGERIAL:

For KMPs and SMPs, the compensation structure will be determined by the Committee (basis recommendations by the HR) considering that the:

- Compensation is adjusted for all types of prudent risk taking
- Compensation outcomes are symmetric with risk outcomes
- Compensation payouts are sensitive to the time horizon of the risk
- The mix of cash, equity and other forms of compensation will be consistent with risk alignment

- a) **Fixed base salary** - set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.

The fixed pay would include basic pay, allowances, perquisites, retiral benefits (including contribution towards Provident Fund and Gratuity) and such other benefits which is provided in accordance with the policies adopted by the Company and applicable to employees including reimbursable perquisites with monetary ceilings.

The percentage of fixed pay to total remuneration/ compensation would be:

Type of Function	% age of fixed pay in total remuneration/compensation
Business	upto 60
Control and assurance which shall include KMPs and SMP engaged in financial control, risk management, compliance and internal audit.	upto 75

The Committee will have the discretion to change the aforesaid percentage of fixed pay on a case-to-case basis as deemed necessary.

Additionally, the remuneration/ compensation of SMP/ KMP engaged in all control functions including financial control, risk, compliance and internal audit will depend on their performance which is based on achievement of key results of the respective functions and independent of the business areas they oversee.

The fixed pay in total remuneration/ compensation for SMP and KMP other than mentioned above will be decided as per the Company policy.

- b) Variable Pay**, based on achieving the minimum KPI pre-defined at the commencement of the financial year.

The variable pay will be in the form of only cash or a mix of cash and share linked instruments (which includes ESOPs). The cash component would include annual performance linked incentive and / or retention pay. The retention pay is the additional pay given to ensure market competitiveness of total remuneration/compensation.

In cases where remuneration/compensation by way of share-linked instruments is not permitted by law/regulations, the entire variable pay will be in cash.

Linkage between performance and variable pay

The variable pay would be truly and effectively be variable and can be reduced to zero, based on performance at an individual, business-unit and/ or at Company level. In order to do so, performance measures and their relation to remuneration/compensation packages would be clearly defined at the beginning of the performance measurement period to ensure that the employees perceive the incentive mechanism.

- c) Deferral of variable pay**

The deferral period would be applicable to the following components of variable pay:

Variable Pay Component	Deferral Period
Retention pay	As may be decided by the Committee.
ESOPs	4 years

Any change in deferral period for the ESOPs will be governed by the Employees Stock Option Scheme - 2010 Rules and the Employees Stock Option Scheme – 2013 Rules (collectively known as “ESOP Rules”) which will be approved by the Committee/Board.

d) Payment and/or vesting of variable pay

The payment and/or vesting of the deferred portion of the variable pay will be spread out over the course of the deferral period. The first payment and/or vesting would not be before one year from the commencement of the deferral period. The payment and/or vesting would be no faster than on a pro rata basis and the frequency of the vesting would be equal to or more than a year in order to ensure appropriate assessment of risk.

e) Malus and clawback arrangement (applicable to retention pay and ESOPs given/ granted post April 1, 2023) :

i. Malus arrangement:

The provision of a malus arrangement would entail cancellation of payout for the deferred portion of the retention pay and / or ESOPs due for vesting in the year that the malus arrangement has been triggered.

The malus clause will be actioned when the SMP or KMP is rated the lowest as per performance measurement scale adopted by the Company.

The Committee may decide to apply malus on part, or all of the unvested deferred retention pay and ESOPs.

ii. Clawback arrangement:

The clawback arrangement will be triggered when the employee demonstrates behaviour involving fraudulent behaviour, lack of integrity, flagrant breach of Company policies and statutory norms resulting in financial or non-financial losses. Manifestation of behaviour listed above is presumed to have a malafide intent.

Illustrative list of conditions are enumerated below. The occurrence of any / some / all of the following conditions/events shall trigger a review by the Committee for the application of the clawback arrangement:

- Fraud that requires a financial restatement;
- Proven felony;
- Gross breach of code of conduct; and/or
- Such other conditions or events, of similar nature as above, as determined by the Committee for triggering review for the purpose of application of the clawback arrangement

The Management will refer the cases for applicability of clawback arrangement to the Committee. The Committee shall review the act of misconduct / incident to ascertain the degree of accountability attributable to a SMP / KMP prior to applying the clawback arrangement and the decision of the Committee shall be final.

While undertaking the review for determining accountability of the SMP / KMP concerned for the application of the clawback arrangement based on any trigger events the Committee shall be guided by the principles of proportionality or culpability or proximity or nexus to the event or misconduct.

Bonafide error/s of judgment where there is no misconduct, willful or intentional breach by act/ omission or gross negligence or lack of integrity, may not be subject to clawback arrangement under this Policy.

The provision of clawback arrangement would entail return of last payout of retention pay (net amount) and/ or cancellation of the last/immediate previous ESOPs vested. In case such ESOPs vested have been exercised, clawback arrangement would entail recovery of the gain (net amount) emanating from the difference between exercise price (considered for the purpose of calculation of tax) and vesting price. Any unvested portion of ESOPs shall stand cancelled.

In case of employees who have resigned/retired, the amount of clawback will be restricted to the retention pay and / or ESOPs vested as per the vesting schedule of the ESOP in the year of resignation/retirement. In case the ESOPs vested in the said year as per the vesting schedule have been exercised, clawback arrangement would entail recovery of the gain (net amount) emanating from the difference between exercise price (considered for the purpose of calculation of tax) and vesting price

f) Guaranteed Bonus

For hiring SMP and KMP, the sign-on bonus, if any, would be limited to the first year only and would be in the form of Employee Stock Options or cash or both. Guaranteed bonus would not be paid to SMP and KMP.

II. Other employees

- a) Fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- b) Performance Bonus, based on achieving the minimum KPI predefined at the commencement of the financial year.
- c) Retirement benefits including PF, gratuity, etc.
- d) Such other emolument(s) as the HR Department may after consultation with the Management, determine from time to time.

The Management will have the right to exercise/ apply the provisions of malus/ clawback arrangement to retention pay and /or ESOPs granted to other employees.

8. CRITERIA FOR REMUNERATION/COMPENSATION:

I. Senior Management Personnel

a) Existing Senior Management Personnel:

Upon satisfactory completion of annual evaluation process and after taking into consideration the performance appraisal of the Senior Management Personnel concerned and also taking into consideration the profitability/performance of the Company, remuneration/compensation (including performance bonus) would be decided by the Committee in accordance with the requirements of the Listing Regulations. The Committee may consider the recommendation of the HR Department while determining the remuneration/ compensation (including performance bonus).

b) New joinee appointed as Senior Management Personnel during the year:

Any new Senior Management Personnel appointed during the year would be paid remuneration/compensation at the time of joining in accordance with the policy followed by Company for payment of remuneration /compensation to any new joinee in the Company. The department head(s) concerned/Management shall have the discretion to determine the quantum of remuneration /compensation to be payable to them. Thereafter, the remuneration/ compensation / salary increments/ performance bonus will be as stated above.

II. Other employees

With respect to the other employees not covered under any other section of this Policy, any person appointed during the year would be paid remuneration /compensation at the time of joining in accordance with the policy followed by Company for payment of remuneration /compensation to any new joinee in the Company. The department head(s) concerned/Management shall have the discretion to determine the quantum of remuneration /compensation to be payable to them.

Further, upon satisfactory completion of annual evaluation process and after taking into consideration the performance appraisal of the employee(s) concerned and also taking into consideration the profitability/performance of the Company, remuneration /compensation /salary increments/performance bonus would be decided by the department head(s) concerned /Management, as the case may be. The increments/ performance bonus declared shall be solely at the discretion of department head(s) concerned/Management.

The department head(s) concerned /Management shall have the discretion to determine the quantum of remuneration /compensation to be payable to the aforesaid.

III. Executive Director

The remuneration/compensation, etc., to EDs of the Company during any financial year shall be determined on the basis of them achieving the KPIs as is set on them at the commencement of every financial year. The remuneration/compensation (including performance bonus) shall be determined by the Committee after considering the KPI achieved by EDs. The Committee may consider the recommendation of the HR Department while determining the remuneration.

The remuneration payable to EDs shall be subject to the provisions of Section 197 and 198 of the Act.

IV. Non-Executive Directors/Independent Directors

The Non-Executive Directors/Independent Directors of the Company shall be paid sitting fees as per the applicable regulations and no sitting fee would be paid to Non-Executive, Non Independent Directors who are employees of the L&T Group (including the Company and its subsidiaries). Any revision in the quantum of sitting fees shall be subject to approval of Board of Directors of the Company. Further the travelling, boarding and lodging expenses, if any, shall be reimbursed to the Directors.

The remuneration/commission shall be paid to Non-Executive Directors/Independent Directors except Non-Executive, Non Independent Directors who are employees of the L&T Group within the monetary limit approved by the shareholders of the Company and subject to compliance with the provisions of Act and/or Listing Regulations, if any and as approved by the Board. The aforesaid remuneration/commission shall be paid upon satisfying the criteria approved by the Board for receiving remuneration/commission.

The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration / commission payable to a single Non-Executive Director exceeds 50% of the total annual remuneration / commission payable to all Non-Executive Directors, giving details of the remuneration /commission thereof.

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.

Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and/or any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration / compensation payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration /compensation.

9. SUCCESSION PLANNING:

The Committee will be responsible for overseeing the succession planning for the Board and Senior Management Personnel.

10. REVIEW / REVISION OF POLICY:

If at any point a conflict of interpretation / information between the Policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities ("Regulatory Provisions") arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Policy shall stand amended accordingly from the effective date specified as per the Regulatory Provisions.

Last amended/reviewed in April 2023