



# Infinite Computer Solutions (India) Limited

Regd Office: 155, Somdutt Chambers II, 9, Bhikaji Cama Place, New Delhi-110066  
Corporate Office: 157, EPIP Zone, Phase II, Whitefield, Bengaluru-560066  
CIN: L72200DL1999PLC171077 | Website: [www.infinite.com](http://www.infinite.com) | E-Mail: [shareholder@infinite.com](mailto:shareholder@infinite.com)  
Phone: +91 80 41930000, +91 11 46150845 | Fax: +91 80 41930009, +91 11 46150830

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION [under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

### 1. Introduction

The Board of Directors (“Board”) of Infinite Computer Solutions (India) Limited has adopted the following Code of Practices and Procedures for Fair Disclosures (“Code”).

This Code has been formulated in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) and is effective from May 15, 2015.

### 2. Objectives of the Code

The Code is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information and to maintain the uniformity, transparency and fairness in dealing with all stakeholders.

### 3. Definitions

In this Policy unless the context otherwise requires

1. **‘Company’** means Infinite Computer Solutions (India) Limited.
2. **‘Chief Investor Relations Officer’** (“CIRO”) The Board shall appoint a senior officer of the Company who shall be responsible for overseeing the timely and adequate public disclosures of Unpublished Price Sensitive Information as required under the Code (“**Chief Investor Relations**



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**Officer** “). In the event that a Chief Investor Relations Officer has not been appointed, and in the absence of the Chief Investor Relations Officer for any other reason, the Compliance Officer or such other person as appointed by the Board shall carry out the responsibilities of Chief Investor Relations Officer.

3. **‘Unpublished Price Sensitive Information’** (“UPSI”) means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 including but not restricted to, information relating to the following:
- a. financial results
  - b. dividends
  - c. change in capital structure
  - d. mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
  - e. changes in key managerial personnel
  - f. material events in accordance with the listing agreement

#### 4. Norms for disclosure of UPSI

**a. Prompt public disclosure of UPSI**

UPSI shall be promptly shared by CIRO in consultation with Managing Director, in compliance of regulatory requirements, if any, with stock exchanges and shall also be simultaneously uploaded on the Company’s official website ([www.infinite.com](http://www.infinite.com)).

**b. Uniform and Universal dissemination of UPSI**

The disclosure of UPSI shall be on a continuous, prompt, uniform and universal basis.



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### **c. Overseeing and coordinating disclosure(s)**

The CIRO in consultation with Managing Director shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI.

The CIRO shall be responsible for, ensuring that the Company complies with continuous disclosure requirements. CIRO shall also be responsible for overseeing and coordinating disclosure of UPSI to stock exchanges, on the website of the company and to the media, as and when required.

If any information is accidentally disclosed without prior approval of CIRO the person responsible, may inform the CIRO immediately. In such event of inadvertence, selective disclosure of UPSI, the CIRO in consultation with Managing Director shall take prompt action to ensure such information is generally available.

### **d. Responding to market rumours**

The CIRO shall respond to any queries or requests for verification of market rumours by regulatory authorities on behalf of the Company in consultation with Managing Director.

CIRO shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

## **5. Process of disseminating information in order to make the UPSI generally available**

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.



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### 6. Manner of dealing with analyst and research personnel

- (i) *Only Public information to be provided* – The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (ii) *Recording of discussions* - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives shall be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded, if decided by CISO in consultation with Managing Director.
- (iii) *Handling of unanticipated questions* – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement, if considered necessary, should be made before responding.
- (iv) *Simultaneous release of Information* - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website as decided by CISO in consultation with Managing Director.

### 7. General available information

The company will promptly disclose the following information on the website of the Company and to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)



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- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. Disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

### **8. UPSI on Need-to-Know basis**

UPSI shall be handled on a “need to know” basis i.e. it shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

### **9. Disclosure**

This Code and any amendment thereof shall be published on the Company’s website [www.infinite.com](http://www.infinite.com)

### **10. Amendment**

This Code and any subsequent amendment(s) thereto, shall require prior approval of the Board of Directors of the Company.