



Infinite Computer Solutions (India) Limited

INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED

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VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preamble

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct.

2. Definitions

For the purpose of this Policy:

- “**Act**” means the Companies Act, 2013; as amended from time to time;
- “**Alleged wrongful conduct**” shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority or any fraud or attempt to fraud conducted by the person;
- “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013;



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- **“Board”** means the Board of Directors of the Company, as constituted from time to time;
- **“Code”** means Code of Conduct for Directors and Senior Management adopted by Infinite Computer Solutions (India) Limited;
- **“Disciplinary Action”** means any action that may be taken during on/or after the completion of investigation proceedings. Such action may include a warning, imposition of fine, suspension or any such action as may be deemed fit in view of the gravity of the matter;
- **“Employee”** means all the present employees of the Company including the directors, whether or not in employment of the Company;
- **“Policy”** means the “Vigil Mechanism / Whistle-Blower Policy” of the Company;
- **“Protected Disclosure”** means a concern raised through a written communication by a whistle-blower in good faith that discloses / reports violations and unethical actions or alleged wrongful conduct by any person within the Company;
- **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation;
- **“Wrongful Gain”** means the gain by unlawful means of property to which the person gaining is not legally entitled.
- **“Wrongful Loss”** means the loss by unlawful means of property to which the person losing is legally entitled.
- **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Chairman of the Audit Committee and informing the Whistle Blower the result thereof;
- **“Whistle - Blower”** is someone who makes a Protected Disclosure under this Policy.

3. Eligibility & Scope

A. Eligibility for making Protected disclosures

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. Such disclosures shall be made in writing or via an e-mail.

DISQUALIFICATIONS

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.



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B. Scope

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure suspected to take place involving:

1. Unethical Behavior
2. Actual or Suspected Fraud
3. Violation of the Company's Code of Conduct or ethics policy.

4. Whom to report

A. Stakeholders of the Company, including individual employees, directors and their representative bodies shall report any suspected violations, preferably in writing, to the Vigilance and Ethics Officer at the earliest opportunity, and as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address: Mr. Upinder Zutshi

Managing Director & CEO
Infinite Computer Solutions (India) Limited
157, EPIP Zone, Phase II
Whitefield
Bangalore - 560066
Email: uzutshi@infinite.com

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee and any other matter which is exceptional in nature shall also be referred to the Chairman of the Audit Committee. The contact details of the Chairman of the Company and Chairperson of the Audit Committee are as under:

Name and Address of the Chairman of the Company: Sanjay Govil

Infinite Computer Solutions (India) Limited
157, EPIP Zone, Phase II
Whitefield
Bangalore – 560066
Email: sgovil@infinite.com



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Name & Address of Chairperson of the Audit Committee: Mr. RavindraRama Rao Turaga

Infinite Computer Solutions (India) Limited
157, EPIP Zone, Phase II
Whitefield
Bangalore - 560066

Email: turagaravi@gmail.com

- B. Protected Disclosure against the Chairman of the Audit Committee shall be addressed to the Board of Directors of the company. The contact details of the Board of Directors is as under:

Board of Directors

Infinite Computer Solutions (India) Limited
155, Somdutt Chambers II
9, Bhikaji Cama Place
New Delhi-110066

Email: BoardofDirectors@infinite.com

Please note that the Whistle - Blower may be contacted in case of requirement of any further information.

5. Investigation

- i. All Protected Disclosures under this policy will be thoroughly investigated. The Vigilance & Ethics Officer will carry out an investigation either himself or by involving any other Officer of the Company or an outside agency. He may, however, refer the matter to the Audit Committee of the Company for further appropriate investigation and needful action, if he is not able to resolve any particular issue/complaint raised by a Whistle Blower.
- ii. In case of Protected Disclosures against the Vigilance and Ethics Officer, the Chairman of the Company will carry out an investigation himself by involving any other Officer of the Company or with the help of an outside agency. He may, however, refer the matter to the Audit Committee of the Company for further appropriate investigation and needful action, if he is not able to resolve such issue/complaint raised by a Whistle Blower.
- iii. In case of Protected Disclosures, reported directly to the Chairman of Audit Committee (in case of exceptional circumstances) or against the Chairman of the Company, the members of the Audit Committee shall carry out initial investigation either themselves or an outside agency or with the help of any other person that they may deem fit, for further appropriate investigation and needful action.
- iv. In case of the Protected Disclosures against the Chairman of Audit Committee, the Board of Directors shall carry out initial investigation either themselves or by involving an outside agency or any other person that they may deem fit, for further appropriate and needful action.



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- v. The Audit Committee / Board of Directors, as the case may be, if deem fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or or an outside agency for the purpose of investigation.
- vi. The investigation shall be completed within a reasonable time of receipt of the protected disclosure and is extendable by such period as the Audit Committee / Board of Directors deems fit.
- vii. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

6. Decision and Reporting

- a. If an investigation leads the Vigilance & Ethics Officer / Audit Committee / Board of Directors to conclude that an improper or unethical act has been committed, it shall take such disciplinary or corrective action as they may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures of the Company.
- b. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
- c. An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.
- d. All Protected Disclosures in writing or otherwise, the documents pertaining to the disclosures made by a Whistle– Blower, along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the Company for a minimum period of five (5) years, or such other period as may be specified by any other law in force, whichever is more.

7. Confidentiality

The Company, through this Policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistle - Blower and investigations thereon. For this purpose, the Whistle - Blower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.



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8. Protection

- i. A Whistle- Blower is a person who exposes alleged wrongful conduct in the Company. As it is indisputable that reporting of such unethical behavior or violations is fundamental to the growth of a company, the Company, therefore, intends to ensure that through this Policy, the Whistle- Blowers are accorded complete protection from any kind of unfair treatment, discrimination or harassment of any other kind.
- ii. No unfair treatment will be meted out to a Whistle- Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties / functions including making further Protected Disclosure.
- iii. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. The identity of the Whistle-Blower shall remain confidential to those persons directly involved in applying this Policy, unless the issue requires investigation by law enforcement agencies.
- iv. Any complaint not made in good faith as assessed as such shall be viewed seriously and the complainant shall be subject to disciplinary action as per the certified standing orders of the Company. This Policy shall not protect an Employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.
- v. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

9. Accountabilities

The intent of the Policy is to bring genuine issues and violations into the knowledge of Company's management; therefore the Company expects you to ensure that the facility is not misused in any manner. Please note that if during or after the investigation proceedings, it is found that an Employee has made malicious or frivolous allegations against any person, then the Company reserves the right to take any disciplinary action against such person, including permanent suspension of employment.



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Please note that no action will be taken against the Whistle - Blower who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed in the investigation proceedings conducted by the Vigilance & Ethics Officer / Audit Committee or the Board of Directors, as the case may be.

10. Amendment

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective if made in contravention with the Companies Act, Listing Agreement or any other applicable laws.

11. Disclosures

- The company shall disclose such policy in its Board's Report & shall also display on its website.
- Corporate Governance Report of the company shall disclose about such Policy & affirm that no personnel have been denied access to the audit committee.

Note:

This policy will override the earlier Whistle Blower Policy made in compliance of the old Listing Agreement and approved by the Board of Directors in their meeting held on February 23, 2010.