

## **1. PREFACE**

Infina Finance Private Limited (“the Company”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, integrity and ethical behaviour. At Infina, we endeavour to develop a culture where it is safe and acceptable for all Employees and Directors to raise or voice genuine concerns in good faith and in a responsible as well as effective manner.

Section 177 (9) of the Companies Act, 2013 and Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 also necessitates:

- every listed company;
- the companies which have accepted deposits from public; and
- the companies which have borrowed moneys from banks and public financial institutions in excess of Rs.50 Crores,

to constitute a vigil mechanism for Directors and Employees to report to the management incidences of their genuine concerns or grievances.

Towards this end, the Company is adopting the Whistle Blower Policy (“Policy”/ “Vigil Mechanism”) which lays down the principles and standards governing the management of grievances and concerns of Employees and Directors of the Company. The Policy shall enable the Employees and the Directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

## **2. APPLICABILITY**

This Policy is applicable to all Directors and Employees of the Company including those who are on probation.

## **3. DEFINITIONS**

The definitions of some of the key terms used in this Policy are given below.

- a. **“Director”** means a director on the Board of Directors of the Company.
- b. **“Disciplinary Action”** means any action that can be taken including but not limited to a warning, imposition of fine, suspension from official duties, termination of employment or any such action as is deemed to be fit considering the gravity of the matter.

- c. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- d. **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e. **“Subject”** means a person(s) against whom a Protected Disclosure is made.
- f. **“Whistle Blower”** means an Employee or Director making protected disclosure under the Policy.

#### **4. COVERAGE**

The Policy covers malpractices and events which have taken place / suspected to take place involving:

- (i) Corporate Fraud;
- (ii) Unethical Business Conduct;
- (iii) Deliberate violation of law / regulation;
- (iv) Deliberate breaches and non-compliance with the Company’s policies;
- (v) Pilferation of confidential / propriety information;
- (vi) Any unlawful act, whether criminal or civil;
- (vii) Malpractice and serious irregularities;
- (viii) Impropriety, abuse or wrong doing;
- (ix) Questionable accounting / Audit matters / Financial malpractice;
- (x) Any other unethical, biased, favoured, imprudent event which does not confirm to approved standard of social and professional behaviour.  
(Collectively referred to as “the Concerns”)

#### **5. RESPONSIBILITY FOR IMPLEMENTATION**

The Board of Directors will nominate a Director (“Nominated Director”) who shall oversee the Vigil Mechanism of the Company.

#### **6. REPORTING**

- a. All Protected Disclosures should be addressed to the Chief Financial Officer of the Company who will act as a ‘Designated Authority’.

- b. The Whistle Blower shall **immediately** on becoming aware, report Concerns via:
  - i. E-mail to [whistleblower@infina.in](mailto:whistleblower@infina.in) or
  - ii. A Letter sent by mail, courier or fax addressed to the Designated Authority,

stating the facts and clearly indicating that this reporting of the concern is under the Policy.

The contact details of the Designated Authority are as under:

Mr. N. R. Subramanian, Chief Financial Officer

Address: 7<sup>th</sup> Floor, Dani Corporate Park, 158 CST Road, Santacruz (E), Mumbai 400098

Tel.: 022 66717672

- c. Protected Disclosure should be submitted under a covering letter in a closed and secured envelope and should be super scribed as "**Protected Disclosure**" or sent through email with the subject "**Protected Disclosure**".
  - a. Disclosures should be factual and not speculative and should contain as much specific information as possible to allow proper assessment of the nature and extent of the concern and the urgency of investigative procedure.
  - b. Disclosures concerning the Designated Authority should be addressed to the Nominated Director.
  - c. In matters of serious concern, the Designated Authority may direct the Whistle Blower to write to the Audit Committee directly.

## **7. PROCESS**

- a. The Designated Authority on receipt of the Protected Disclosures shall make a record of the disclosure. He shall obtain full details and clarification of the concern,
- b. The Designated Authority shall take a call whether an investigation is required in a particular matter or not. All Protected Disclosures reported under this policy and any information disclosed will remain confidential, except as necessary to conduct the investigation, if any, and to take any remedial action in accordance with applicable laws/Company policies.
- c. An investigation, if conducted, will be a neutral fact-finding process. The outcome of the investigation may / may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. The Designated Authority may choose to obtain an expert opinion or appoint any external agency or seek assistance of any officer of the Company or may call for any information / document as may be necessary for the purpose of conducting investigation. A report shall be maintained of how the complaint was dealt with and the report shall comprise brief facts and findings along with recommendations.

- e. If the Designated Authority or the Nominated Director involved in the investigation has a conflict of interest in a given case, they should recuse themselves and the members of the Audit Committee would deal with the matter on hand.
- f. The Designated Authority shall submit a written report containing the facts, findings and recommendations to the Nominated Director as soon as practically possible.
- g. An appropriate opportunity of being heard will be given to the Subject.
- h. On the basis of the report and as per the Human Resource Policy of the Company, Disciplinary Action shall be taken against the Subject depending on the gravity of the concern. In stringent cases, matters would be escalated to the Nominated Director and/ or the Audit Committee who will direct the Designated Authority on the Disciplinary Action to be taken.
- i. The Designated Authority shall submit a report to the Nominated Director on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

#### **8. SECRECY**

The Whistle Blower, the Subject, Designated Authority, Audit Committee and everybody involved in the process shall maintain confidentiality of all the matters and discuss only to the extent or with those persons as required under the Policy.

#### **9. PROTECTION**

- i. 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 will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- ii. The Designated Person, Nominated Director or any other person involved in the transaction shall not make public any Concerns disclosed. A Whistle blower is assured that if he/ she chooses to remain anonymous, no attempts will be made to ascertain his/ her identity or if the Whistle-Blower has chosen not to remain anonymous and has disclosed his/her identity, it shall be kept confidential, should he or she so desire by any of the persons listed above who receive the intimation of the Concerns, unless legally required to be disclosed at a subsequent date after all the proceedings.
- iii. The Policy should not be used as a way for raising vicious or groundless allegations against colleagues. Any complaint not made in good faith as assessed shall be viewed seriously and the Whistle Blower shall be subject to punitive action.

#### **10. AMENDMENT**

This Policy may be amended / modified in whole or part, at any time, by the Board of Directors.