



Infinity Fincorp Solutions Private Limited

Whistle Blower and Vigil Mechanism Policy

Approved by Board of Directors

Approval Date: 29.05.2026

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Version	2.0	Infinity Fincorp-POL-Whistle Blower and Vigil Mechanism Policy	
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1. Preamble

Infinity Fincorp Solutions Private Limited (herein after referred as "the Company") is required to establish a vigil mechanism and a whistle blower framework for directors and employees to report genuine concerns relating to the operations of the Company as per the provisions of the section 177 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- (a) **"Concerned Authority"** means that the Chairperson of the Audit Committee in exceptional cases, or the Ethics Officer (Mr. Gunjan Jain, Head HR) for regular matters.
- (b) **"Director"** means any director appointed on the Board of the Company.
- (c) **"Employee"** means every employee (including KMPs, and permanent, temporary, or contractual staff) of the company, including ex-employee and Executive Directors of the Company;
- (d) **"Improper/unethical behavior"** for the purpose of this policy means and includes suspected or alleged illegal, false, misleading, dishonest, deceptive, unethical, corrupt or unconscionable conduct. A descriptive illustrative list of issues is mentioned in Annexure A and shall also include other acts pertaining to breach of policy/misappropriation/harassment etc. which could also be part of Code of conduct and malpractices policy in place. It also includes instances of leakage or suspected leakage of UPSI (Unpublished Price Sensitive Information) as per SEBI (Prohibition of Insider Trading) Regulations
- (e) **"Protected Disclosure"** means any communication made in good faith to disclose information that evidences an unethical or improper activity/behavior; Protected Disclosure shall be factual and not speculative in nature.
- (f) **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of the investigation.
- (g) **"Whistle Blower"** shall mean a person (director, employee, stakeholder, vendor, customer including an artificial person) who makes a protected disclosure under this Policy. He/she is neither an investigator nor a finder of facts, nor does he/she determine the appropriate corrective or remedial action that may be warranted.

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3. Scope of the Policy

This Policy applies to all stakeholders of the Company, including individual employees and their representative bodies.

This Policy covers actual or suspected malpractices, illegal activities and instances as indicated below and allows the Whistleblower to report the same to the concerned authority(ies):

- Misrepresentation of facts or falsification of records/reports of the Company;
- Misuse of Company Assets/Funds; (e.g.: forged bills, personal use of company assets etc.)
- Pilferation of confidential information to advance personal interests;
- Dual employment directly or indirectly affecting the interest of the Company;
- Misuse of customers' money in any form; (e.g. Taking unauthorized money /gifts or offer of entertainment from customers etc.)
- Any undue favour to the customer for personal gains; (e.g. Forging of documents, deliberately hiding important facts etc.)
- Misusing/taking advantages of functional procedural lapse including misrepresentation of the facts;
- Indulgence in any unlawful Act involving violation of any criminal/civil law/ legislations;
- Breach of Company policy;
- Dangerous practice(s) likely to cause physical harm/damage to any person/property;
- Manipulation of Company's data/records;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination, coercion, harassment in the course of employment or provision of services.
- Violation of RBI's Fair Practices Code (FPC) or Master Directions/Scale Based Regulations.
- Breach of SEBI (Prohibition of Insider Trading) Regulations.
- Financial irregularities or systemic breakdowns in the internal control framework.

However, the above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Any employee and / or director, knowingly hiding information in any form regarding any unethical practices/activities in one's workplace will also constitute unethical practice on the employee's part.

4. Guidelines

- (a) Reporting under the Policy is critical for early detection, proper investigation and remediation and deterrence of violations of Company policies or applicable laws and regulations.
- (b) The identity of the Whistleblower shall be kept confidential to the extent legally permissible and ensure to provide complete protection from any kind of unfair treatment for disclosing in good faith any unethical or improper practices or alleged wrongful conduct. It will be ensured that the Whistle Blower or any other person, processing or investigating or assisting in the investigation of the Protected Disclosure is not victimized.
- (c) A Whistleblower shall not be at a risk of suffering any form of reprisal or retaliation (includes discrimination, harassment or vengeance in any manner). However, incidents of retaliation, if any,

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against the Whistleblower or person investigating the matter or assisting in the investigation would be taken seriously by the Company and will result in appropriate disciplinary action against the official responsible.

- (d) This Policy should not be used as a defense or a mechanism to mislead the Company against a legitimate action initiated. The Company encourages disclosures in good faith but any false allegations of alleged wrongful conduct and / repeated frivolous complaints being filled by a Whistleblower shall be subject to disciplinary action against the Whistleblower including reprimand.
- (e) This policy ensures that any person who is a victim of retaliation can directly approach the Audit Committee. In exceptional cases (e.g., complaints against Senior Management or the CEO), the Whistleblower has the unfettered right to directly contact the Chairperson of the Audit Committee.

5. Procedures for reporting Protected Disclosures

- (a) The Protected Disclosures shall be made in writing. While the Company encourages self-identification, anonymous complaints will be investigated if they contain prima facie evidence or specific, verifiable allegations.
- (b) All Protected Disclosures relating to employees below the level of Functional heads shall be made and addressed to Ethics Officer.
- (c) All Protected Disclosures relating to employees at the Functional Head level shall be made and addressed to Board of Directors.

6. Investigation Process

- (a) On receipt of Protected Disclosure, the concerned authority may appoint/authorize an investigator/group of investigators or department personnel to investigate into such acts. The concerned authority may, depending on the protected disclosure received, outline the detailed procedure and scope for the conduct of such investigation.
- (b) Subject shall be informed of the allegation at the time when the concerned authority on their preliminary review of the matter determine that the protected disclosure made needs to be investigated further and shall also be provided with an opportunity of being heard during the investigation.
- (c) The concerned authority shall have the right to call for information/document and/or examination of any employee (including the Subject and Whistle Blower) as they may deem necessary in the process of investigation.
- (d) It is expected that the Subject co-operates with the concerned authority or the authorized person appointed to conduct investigation. The Subject shall not interfere in the investigation process by non-cooperation, malafide intent, undue influence or tampering record/evidence;
- (e) The Ethics Officer shall be responsible for retaining the copies of all protected disclosures and investigation relating thereto for a minimum period of 8 years or as per the Company's Archival Policy.

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Timelines for the Investigation Process

- (a) **Preliminary Review:** The Ethics Officer shall conduct a preliminary review within **7 working days** to determine if the disclosure warrants a full investigation.
- (b) **Investigation Timeline:** Investigations must be completed within **45 days** of receipt. Any extension requires Audit Committee approval.
- (c) **Right to be Heard:** The "Subject" (accused) shall be informed of the allegations at an appropriate stage and provided a fair opportunity to respond.
- (d) **Reporting:** The Ethics Officer shall submit a Quarterly Compliance Report to the Audit Committee detailing the number of complaints received and their resolution status.

7. 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 malafide intention.

Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/ recommend appropriate disciplinary action

8. Powers Of Audit Committee To Frame Procedures And Guidelines

Subject to the provisions of this policy, the Audit Committee may put in place appropriate procedures and guidelines for implementing all or any of the matters covered in the policy

9. Amendments / Modifications

The Company with the approval of the Board of Directors/Audit Committee, can at any time modify, suspend or rescind, either the whole or any part of this policy.