
VIGIL MECHANISM (WHISTLE-BLOWER POLICY)

INTRODUCTION

In accordance with the Section 177 of the Companies Act, 2013 ("Companies Act") and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Indicosmic Infotech Limited ('Company') has formulated this Vigil Mechanism / Whistle Blower Policy ('Policy').

In this context the Board of Directors ('Board') of Indicosmic Infotech Limited ('Company'), has formulated and adopted this Policy in their meeting held on 6th April, 2024.

OBJECTIVE

This Policy seeks to provide an avenue to Directors and employees of the Company to report without fear any instance of actual or suspected violation, wrongdoings or any illegal or unethical or improper practise or instances of leak of unpublsh price sensitive Information which may adversely Impact the Image and / or the financials of the Company, through an appropriate forum, and to communicate the existence of this mechanism. This will help persons who have major concerns over any wrongdoing within the Company to report unlawful activities, accounting irregularities, etc. The objective is to maintain a redressal system which can process all such complaints /concerns and resolve the issues.

WHISTLEBLOWER

A 'Whistle blower' is any employee/ Director of the Company disclosing any wrongdoing under this Policy which may Inappropriately affect the financials or the image of the Company. A Whistle blower, can without expecting any reward in return, blow the whistle i.e. report the matter to the management as per the guidelines given below. The act of such reporting is known as WHISTLEBLOWING'.

WHISTLEBLOWER'S ROLE

The Whistle blower's role is that of a reporting party with reliable and truthful Information and they are not expected to act as Investigators or fact finders. They should not act on their own and are likely to participate In any investigation aspect only when required by the Audit Committee ('Committee') of the Company.

PROCEDURE

- Reporting of perceived wrongdoing or an act for whistle blowing should be addressed to the Committee. Any investigation shall be carried out by the officials of the Company or independent Investigators, as decided by the Committee. The identity of the Whistleblower should be maintained confidential by taking due care.
- The matter should be reported at the Registered Office address.
- Any such matter, if reported to or communicated to any executive of the Company other than the Committee, should be forwarded only to the Committee for further appropriate action and care should be taken to keep the identity of the Whistle Blower confidential.
- The matter should preferably be reported in writing with a cover letter, to ensure clear understanding of the issues raised and should be either typed or written in legible handwriting, bearing the identity of the Whistleblower only on the cover letter. Anonymous letters will not be considered by the Committee.
- The matter reported should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible, to allow appropriate assessment of the nature and extent of the concern.
- In appropriate/ exceptional cases, the employees / directors could have direct access to the Chairperson of the Committee.
- The Investigation will be conducted under the authorization of the Committee by appointing single officer or a team of officials / investigator(s), at its discretion. The official(s) / investigator(s) shall complete the investigation within 45 (forty five) days or such extended time as may be granted by the Committee. Decision on the report will be taken by the Committee within 30 days of the date of the report.
- On completion of the investigation, it would be the responsibility of the Committee to recommend suitable action to the management and also advise the concerned Departmental Head, where applicable, to take suitable corrective measures to avoid recurrence of such matters and take suitable disciplinary action against the alleged person. The Decision of the Committee will be final and binding.
- The information disclosed during the course of investigation shall remain strictly confidential.
- The Committee shall oversee the implementation and functioning of the vigil mechanism.
- If in case of conflict of interest of Member of Committee he/she should recuse himself/herself and the other Members of the Committee shall deal with the matter.
- Report on establishment of the Vigil Mechanism and the matters reported to the Committee would be sent to Board of Directors as and when required by the Board.

Indicosmic Infotech Limited (Formerly known as Indicosmic Capital Limited)

 101, BABA House, Andheri Kurla Road, Next to WEH Metro Station, Andheri (E), Mumbai – 400093, Maharashtra, India.

CIN : U65900MH2016PTC288689 | GSTIN : 27AAECI3370G1ZN |  022 2682 0266 |  info@indicosmic.com

PROTECTION OF WHISTLE BLOWER

Freedom To Report

The Whistle blower should feel free to report matters of wrongdoing to the Committee without fear of any repercussion on him/ her. The management assures.

- Maintaining anonymity of the Whistle blower at all times
- That the Whistle blower shall be protected from unfair termination and any other unfair prejudicial employment practices, which the Whistle blower may face from within the Company due to the act of whistle blowing.
- Any other person assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

ASSURANCE OF PROTECTION

If at any time, the Whistle-blower perceives or apprehends that he is being unfairly victimized or harassed due to his act of whistleblowing, he shall have the right to approach the Committee which will review the Whistle-blower's complaint and take appropriate action, as applicable, to ensure that the Whistleblower is not so subject to any unfair or prejudicial employment practices on account of his alleged victimization.

Disciplinary Action will be taken by the Company against the persons who victimizes or harasses the whistle blower.

FRIVOLOUS COMPLAINTS

This Policy should neither be a route for taking up a grievance about a personal problem / issue nor be route for raising unfounded or frivolous allegations against colleagues. In case repeated frivolous complaints are being filed by an individual, the Committee may take suitable action against the concerned individual making such complaints.

COMMUNICATION OF POLICY

The Policy shall be uploaded on the website of the Company and also communicated by the Human Resources Department to all Directors, employees of the Company through email, circular or display on the notice board, etc.

INTERPRETATION

Any words used in this policy but not defined herein shall have the same meaning as prescribed in the Companies Act, 2013 or rules made thereunder, SEBI Act or rules and regulations made thereunder, Accounting Standards or any other relevant legislation/law applicable to the Company.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final. In interpreting such term/provision, the Committee may seek the help of any of the officers of the Company or an outside expert as it may deem fit.

AMENDMENT

The Company reserves the right to amend or modify this Policy in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Policy will be communicated to from time to time and accordingly updated on the website of the Company.