



OPTIEMUS INFRACOM LIMITED

CODE OF CONDUCT

Pursuant to Regulation 17 of SEBI [Listing Obligations & Disclosure Requirements Regulations] 2015 & Companies Act, 2013

1. INTRODUCTION

As per Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) pertaining to Corporate Governance, the Company has to evolve and implement a 'Code of Conduct' for all members of the Board and Senior Management (hereinafter collectively referred as 'Officers'). All the Board members and Senior Management personnel shall abide by and affirm the compliance of the Code of Conduct on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer of the Company.

This Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for the Members of the Board and Senior Management Personnel" of "OPTIEMUS INFRACOM LIMITED" (hereinafter referred to as "the Company"). This Code has been evolved pursuant to SEBI directives and Stock Exchange Listing Regulations. Wherever there is any variation between the provisions of the Code and the provisions of Listing Regulations, the latter would prevail over the provisions of the code.

The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company.

This revised policy shall supersede the existing Policy on Code of conduct with effect from April 01, 2016.

2. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- a. The term – "Board / Board of Directors" shall mean the Board of Directors of the Company.
- b. The term – "Whole-time Directors" or Functional Directors shall mean the Board Members who are in whole-time employment of the Company.
- c. The term – "Relative" shall mean relative as defined in Section 2(77) of the Companies Act, 2013.
- d. The term – "Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.

- e. The term "Senior Management Personnel" means
 - all executives one level below the Board;
 - all functional / departmental heads;
 - Company Secretary;
 - any other person who the Board may include within the definition of senior management personnel

3. CODE OF CONDUCT

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following:

a. Honesty & Integrity

Shall act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards.

b. Conflict of Interest

Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised.

c. Disclosure of interest

Shall not allow their personal interest to conflict with the interest of the Company, if they are considering investment in the Company's customer, supplier, developer or competitor, one must first take great care to ensure that these investments do not compromise your responsibilities to the company. In the event of there being a conflict of interest and duty, they should make full disclosure of all facts and circumstances thereof to the Board of directors.

d. Related Party Transactions

Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director of the Company unless otherwise permitted by law.

e. Other Directorships

Unless specifically permitted by the Managing Director of the Company, not to hold any whole time positions or jobs or directorship or engage in other businesses or interests that are prejudicial to the interests of the company.

f. Protection of Company's Assets

The Officers shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same for personal gain.

g. Transparency in business dealings

All the members of the Board and senior management personnel of the Company shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.

h. Preservation of Price Sensitive Information

Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company unless required in normal course of Business.

i. Optimum utilization of Resources

All the members of the Board and senior management personnel of the company should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.

j. Compliance to laws

All Directors and Officers shall take utmost care and attention to comply with all applicable laws, regulations, rules and regulatory orders in letter and in spirit. They are also expected to acquire appropriate knowledge of the requirements relating to their duties sufficient to enable them to recognize potential dangers and to report to the Board or management the possible violation of laws and regulations or code of conduct.

4. AFFIRMATION OF COMPLIANCE OF THE CODE

In terms of Regulation 26 of the Listing Regulations all Board members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code. A Performa of Annual Compliance Report is annexed to this Code as Appendix-I. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company. The Compliance Officer shall forward his Annual Compliance Report to the Managing Director.

5. DUTIES OF THE BOARD

(A) Disclosure of information:

- a. Members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties,

- have a material interest in any transaction or matter directly affecting the listed entity.
- b. The board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(B) Key functions of the board of directors-

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- d. Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
- e. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.
- f. Monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing board of director's evaluation framework.

(C) Other Responsibilities:

- a. The board of directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- b. The board of directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- c. Members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- d. The board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.
- e. Where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.
- f. The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- g. The board of directors shall exercise objective independent judgment on corporate affairs.
- h. The board of directors shall consider assigning a sufficient number of nonexecutive members of the board of directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i. The board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
- j. The board of directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- k. When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- l. Members of the board of directors shall be able to commit themselves effectively to their responsibilities.

- m. In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
- n. The board of directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

6. ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS

The independent directors:

- a. Shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b. Shall bring an objective view in the evaluation of the performance of board and management;
- c. Shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. Shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e. Shall safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. Shall balance the conflicting interest of the stakeholders;
- g. Shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- h. Shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

7. DUTIES OF INDEPENDENT DIRECTORS

The independent directors:

- a. Shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

- b. Shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- c. Shall strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d. Shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e. Shall strive to attend the general meetings of the company;
- f. Shall where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g. Shall keep themselves well informed about the company and the external environment in which it operates;
- h. Shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. Shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j. Shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k. Shall report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l. Shall acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m. Shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

8. VIOLATIONS OF THE CODE

- a. Each Director and Senior Executive is required to help enforce this Code as a part of his/her job and also of his or her ethical responsibility.
- b. Each Director and Senior Executive shall be alert to possible violations and report the same to the Board of the Company.
- c. The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators.

9. WAIVERS AND AMENDMENTS OF THE CODE

- a. This Code is subject to modification at any time since OIL is committed to continuously reviewing and updating its policies and procedures in terms of extant guidelines and procedures laid down by different Statutory Authorities.
- b. Any amendment/inclusion or waiver of any provision of this Code shall be approved by the Company's Board of Directors or a Committee of Directors, constituted for the purpose and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations together with details about the nature of the amendment or waiver

10. DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. It is expected that all will adhere to these rules in carrying out their duties for the Company. The Board shall determine appropriate actions to be taken in the event of violations of the Code.

Annual Compliance Report

To

Compliance Officer
M/s Optiemus Infracom Limited

I undersigned do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the **CODE OF CONDUCT** of the Company during the financial year ending _____.

Signature
Name
Designation

Date:
Place:

* To be submitted by 30th April each year.