



OPTIEMUS INFRACOM LIMITED

ANTI-BRIBERY / ANTI-CORRUPTION POLICY

I. Introduction

OptiEmus Infracom Limited (“the Company”) is committed to operate with the highest moral and ethical standards and this includes preventing corruption or bribery in its business activities. This Policy sets forth key principles and standards, as well as key supporting policies and procedures, which guide the conduct of everyone in /associated with the Company.

II. Scope

This Anti-Bribery / Anti-Corruption Policy (“the Policy”) applies to all Directors, Officers, Senior Managers, Employees (whether permanent, fixed-term or temporary), Workers or any other person associated with the Company.

III. Zero Tolerance Approach to Bribery

Do not give or receive bribes, including facilitation payments.

We have, over many years, built a reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business from our customers, clients, investors, and others – which ultimately means it is good for business.

We do not pay bribes in furtherance of our business and expect that nobody will do so on our behalf. We have a zero tolerance approach towards bribery. This commitment comes from the highest levels of management and everyone in/associated with the organisation must meet this standard.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Gifts, travel, entertainment and hospitality;
- Political contributions and charitable donations;
- Employment opportunities, directorships, internships or secondments;
- Procurement and service contracts;
- Phony jobs or “consulting” relationships;
- Excessive discounts or rebates; or
- Non-arm’s length loans, forgiveness of debt or other transactions.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third-parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include official, legally permitted statutory or administrative fees formally imposed and codified by government agencies for expedited service.

IV. Dealing with Public Officials

Interactions with public officials require scrutiny and sensitivity.

A public official is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions, such as politicians, bureaucrats, civil servants, and judges. It also includes candidates for political office, political party officials and persons who perform public functions, such as professionals working for public pension plans, public health agencies, water authorities, planning officials and agents of public international organizations, such as the United Nations or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a utility and exercises control over the activities of that utility, then the utility's officials are likely to be considered public officials. Third-parties acting at the direction of these individuals and entities should also be considered public officials.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials have been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law.

Hiring public officials or persons referred by public officials requires proper scrutiny.

Hiring public officials or applicants related to, or referred by, public officials could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. You shall consult with the Legal and Secretarial team for procedures related to identifying and mitigating these risks.

In practice, situations can be complex and this Policy does not cover every circumstance that you may encounter. When in doubt, please contact the Company's Legal and Secretarial Compliance Department for assistance.

V. Third-Parties

- I. Third-Parties are not permitted to pay bribes on our behalf.
- II. All dealings with third parties shall be carried out with the highest standards of integrity and in compliance with all relevant laws and regulations. OptiEmus Personnel must follow our Company's processes and adhere to the system of internal controls. Third party selection should never be based on receipt of a gift, entertainment, hospitality or payment.

VI. Gifts, Travel Entertainment and Hospitality

Giving or receiving of gifts, travel entertainment and hospitality should be proportionate and reasonable for the circumstances, for legitimate purposes only, and not with a view to improperly inducing a third-party to misuse their position, as a quid pro quo for official action or with linkage to an official decision.

Normal business hospitality must always be approved at the appropriate level of Company's management.

This Policy is applicable where the Company personally offered a gift, or if a gift is offered for the benefit of a specific group or department at the Company. Appropriate gifts and entertainment may be offered to clients, by person authorized to do so, subject to the procedures applicable for the Company .

If you are in doubt as to whether proposed gifts, travel, entertainment and hospitality to be given or received are appropriate, please consult the the Legal and/or Secretarial Department for assistance.

VII. Charitable Donations

Do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a pre-requisite for future business or that the offer of a donation is intended to obtain or retain business and a business advantage.

Unless approved by the Company, you are prohibited from using the Company's name, resources or business contacts for solicitation of donations. Charitable donations made by individuals on their own behalf should have no relationship to Company business and must comply with local laws and regulations.

VIII. Political Contributions and Lobbying

Do not offer or make contributions to political parties, officials and/or candidates that might influence, or be perceived as influencing, a business decision.

Political Contributions can be made by a Company only upon following the regulations of the Companies Act, 2013 alongwith rules thereunder and also the local laws governing the same. Violation of these laws and regulations can carry significant penalties for the Company. The Company at present do not offer neither encourages to offer any political contribution.

Political donations made by individuals on their own behalf and unrelated to the Company's business must comply with local laws and regulations.

If you are in doubt as to whether a proposed political contribution is appropriate, please consult the Company's Legal Head and Secretarial Department Head for assistance.

Do not engage in any lobbying activities on behalf of the Company.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to

cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You are not authorised to engage in lobbying activities on behalf of the Company.

IX. Record-Keeping

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibit bribery, accurate and complete record keeping and the establishment and maintenance of an adequate system of internal controls are required for checking bribery and taking measures against the same. One purpose of this Policy is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All transactions should be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of the Company should be established for any purpose. False, misleading, or artificial entries should never be made in the books and records of the Company for any reason.

X. Responsibilities

Every individual or other person covered by this policy must guarantee that they have read and understood this policy and must comply with this policy's terms and conditions at all times. It is the duty of all those who work for us or under our control to prevent, detect and report corruption to HR/Legal/Compliance Officer. All individuals should avoid and prevent any activity that could result in any violation of this policy, or propose it.

XI. Reporting potential misconduct//Complaint

Individuals may report actual or potential misconduct or violations of this Policy to their supervisor in the first instance, since their supervisors are generally in the best position to resolve the issue. Alternatively, you may contact Mr. Vikas Chandra, Compliance Officer of the Company, to report any actual or potential misconduct or Policy violations, or if you have any specific or general questions.

In the event you do not want to report violations to your supervisor or Compliance Officer you can always make a report to the Company's HR Head.

XII. Disciplinary Action for Policy Violations

Violation of this policy is not tolerated. Any person who violate this Policy will be subject to disciplinary action up to and including termination of employment for cause and, if warranted, legal proceedings may be brought against them after making investigation. At the same time, any Company Personnel who makes complaints with mala fide intentions and which are subsequently found to be false may be subject to disciplinary action.

XIII. ASSISTANCE

If you have any questions about this Policy, any of the Anti-Bribery / Anti-Corruption Laws or to seek advice prior to undertaking a particular act or action, you can write to the Legal and/or Secretarial Compliance Department.

Alternatively, you may consult directly with the Company Secretary and Compliance Officer of the Company viz. Mr. Vikas Chandra.

XIV. MONITORING AND REVIEW OF POLICY

This policy shall be periodically reviewed and updated by the Human Resources Compliance team, if there are significant changes in the applicable regulations. All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrong-doing. Individuals are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the HR Head. This policy does not form part of the individual's contract of employment and it may be amended at any time by the Company subject to the approval of Company Secretary/Legal Head of the Company.

XV. COMMUNICATION AND TRAINING

Regular training and awareness sessions shall be made available in relation to this Anti-Bribery / Anti-Corruption Policy, obligations of Designated Person(s), company procedures and measures.

Training will be conducted either on-line or in-person or a combination of both and will be administered by the Human Resource Compliance Team. The training will be required to be completed within a specified timeframe. The Designated Persons must not treat these training programs as a 'one- time' event and Designated Persons are expected to keep themselves up to date by undergoing repeat training at regular intervals or each time a training program is update.

Our Company may also extend training programs to third parties, if it is envisaged that the work profile allocated to them carries a significant risk as per this Anti-Bribery / Anti- Corruption Policy.
