OPTIEMUS INFRACOM LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

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

1. INTRODUCTION

Pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company shall formulate and implement a Code of Conduct for all members of the Board of Directors and Senior Management (hereinafter collectively referred as '**Officers**') of the Company.

The purpose of this **"Code of Conduct for the Members of the Board and Senior Management Personnel"** (hereinafter referred as "Code of Conduct/Code") of "**OPTIEMUS INFRACOM LIMITED**" (hereinafter referred to as "the Company") is to promote ethical and transparent practices in managing the affairs of the Company. It aims to sustain the trust and confidence shown in the Management by the shareholders of the Company and to maintain standards of business conduct of the Company, while ensuring compliance with the applicable laws and regulations.

Each and every Director/officer (as defined herein) shall be duty-bound to adhere the provisions of this Code in letter and spirit. Any instance of non-compliance with any of the provisions shall be a breach of ethical conduct and shall be treated seriously by the Company.

This Code has been devolved in accordance with SEBI Listing Regulations. Wherever there is any variation between the provisions of the Code and SEBI Listing Regulations, the latter would prevail over the provisions of this code.

This revised Code shall supersede the existing Code of conduct with effect from 13th February, 2026.

2. DEFINITIONS

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

i. **"Board of Directors or Board"** shall means the Board of Directors of Optiemus Infracom Limited, as re-constituted from time to time.

ii. **"Conflict of Interest"** means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.

iii. **"Key Managerial Personnel or KMP"** means

a. The Chief Executive Officer or the Managing Director or the Manager;
b. Company Secretary;
c. The Whole-Time Director;
d. Chief Financial Officer;
e. Such other officer, not more than one level below the Directors, who is in whole-time employment, designated as KMP by the Board; and
f. Such other officer as may be prescribed.

iv. **"Relative"** shall mean relative as defined under Section 2(77) of the Companies Act, 2013 and rules made thereunder.

v. **"Senior Management"** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

Words and expression used in this policy and not defined herein shall have the same meaning assigned to them in the Companies Act, 2013, SEBI Listing Regulations and/or any other SEBI Regulation(s) amended from time to time.

3. APPLICABILITY

This Code of Conduct is applicable to the following persons:

a) All the members of the Board of Directors
b) Senior Management Personnel

4. CODE OF CONDUCT

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

a. Honesty & Integrity

Officers shall always 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

Officer shall not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to arise, to the extent that independent judgment of the Company's best interest cannot be exercised.

Disclosure of interest

Directors 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.

- A Director who is in any way, directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into with (a) a firm or other entity in which he or his relative is a member or a partner or owner or with a (b) a body corporate in which he or in association with other Directors holds more than 2% shareholding of the body corporate or is a promoter, manager, CEO of the body corporate, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

c. Related Party Transactions

Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the

date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or of the shareholders, as the case may be and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the Directors concerned shall indemnify the company against any loss incurred by it.

Any director or any other employee of a company, who had entered into or authorised the contract or arrangement in violation of the provisions of this section shall be liable to penalty as prescribed under the Act.

d. Other Directorships/ Whole-time Positions

A Key Managerial Personnel shall not hold office in more than one Company except in its subsidiary company at the same time. Unless specifically permitted by the Board of the Company, a whole-time KMP shall not hold any directorship in any other Company or engage in other businesses or interests that are prejudicial to the interests of the company.

e. 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.

f. Transparency in business dealings

The Officers 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.

g. Preservation of Price Sensitive Information

The Officers 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.

h. Optimum utilization of Resources

The Officers should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.

i. Compliance to laws

The 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.

j. Equal opportunity

The officers shall provide equal access to employment opportunities to all people, irrespective of caste, religion, place of origin, gender, disability, age, and color.

5. AFFIRMATION OF COMPLIANCE OF THIS CODE

In terms of Regulation 26(3) of SEBI Listing Regulations, all members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis in the performa annexed to this Code as **Appendix-I**

The Annual Affirmation Report shall be sent to the Compliance Officer of the Company. The Compliance Officer shall send his Annual Affirmation to the Whole-time Director.

The Annual Report of the Company shall carry a declaration to this effect duly signed by the Chief Executive Officer or Whole-time Director stating that all the Members of the Board of Directors and Senior Management Personnel have affirmed the compliance with this Code of Conduct during the preceding financial year.

6. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

A) Duties of Directors/KMP/Senior Management Personnel

Every member of the Board of Directors/KMP/Senior Management Personnel of the Company shall-

a. act in accordance with the articles of the company, subject to the applicable provisions of the Companies Act, 2013.

b. act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

c. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

d. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

e. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director/KMP/Senior Management Personnel is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

f. not assign his office and any assignment so made shall be void.

B) Disclosure of information:

a. Members of Board of Directors / KMP / Senior Management Personnel shall disclose to the Board of Directors whether they, directly or indirectly, have a material interest, or on behalf of third parties in any transaction or matter directly affecting the Company.

b. The Board of Directors / KMP / 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.

C) 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.

D) 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 judgement on corporate affairs.

h. The board of directors shall consider assigning a sufficient number of non executive members of the board of directors capable of exercising independent judgement 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.

(D) Other major obligations:

a. The Board of Directors shall review the policies of Company, as and when required under the applicable laws.

b. The board of directors shall periodically review compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances.

c. The board of directors of the listed entity shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

d. The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity.

e. The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors.

7. ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS

An independent director shall:

A. uphold ethical standards of integrity and probity;
B. act objectively and constructively while exercising his duties;
C. exercise his responsibilities in a bona fide manner in the interest of the company;
D. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
E. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
F. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
G. refrain from any action that would lead to loss of his independence;
H. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
I. assist the company in implementing the best corporate governance practices.

The Independent Directors shall abide by the 'Code of Independent Directors' as prescribed under Schedule IV of the Companies Act, 2013 which includes, that Independent Directors shall

a. 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. Bring an objective view in the evaluation of the performance of board and management;

c. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

d. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

e. Safeguard the interests of all stakeholders, particularly the minority shareholders;

f. Balance the conflicting interest of the stakeholders;

g. 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. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

8. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall:

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

b. 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. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

d. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;

e. Strive to attend the general meetings of the company;

f. 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. Keep themselves well informed about the company and the external environment in which it operates;

h. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

i. 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. 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. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

l. Act within their authority and assist in protecting the legitimate interests of the company, shareholders and its employees;

m. 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.

9. OBLIGATIONS WITH RESPECT TO INDEPENDENT DIRECTORS

As per Regulation 25 of SEBI Listing Regulations, the Independent Directors shall:

a. hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

b. Shall, inter alia-

(i) review the performance of non-independent directors and the board of directors as a whole;
(ii) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
(iii) assess the quality, quantity and timeliness of flow of information between the management of the Company and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

c. Shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his/her knowledge, attributable through processes of board of directors, and with his/her consent or connivance or where he/she had not acted diligently with respect to the provisions contained in SEBI Listing Regulations.

10. OBLIGATIONS WITH RESPECT TO EMPLOYEES INCLUDING SENIOR MANAGEMENT, KEY MANAGERIAL PERSONNEL AND DIRECTORS

a. Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

b. Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.
(conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

c. No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the

Board of Directors as well as public shareholders by way of an ordinary resolution.

d. All the directors, key managerial personnel and employees of a listed entity or of its holding, subsidiary and associate company, who are parties to the agreements or agreements entered among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

11. VIOLATIONS OF THE CODE

a. Each Director and Senior Management Personnel 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 Management Personnel 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 co-operate fully with the appropriate authorities and regulators.

12. WAIVERS AND AMENDMENTS OF THE CODE

a. This Code is subject to modification at any time since the Company is committed to continuously review and update 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 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.

13. 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.

APPENDIX-I

Affirmation of Compliance with Company' Code of Conduct
(Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Compliance Officer/Board of Directors
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

Dear Sir/Ma'am,

I, the undersigned, do hereby solemnly confirm that I have read the Company's Code of Conduct for Board of Directors and Senior Management Personnel and 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 ended _____.

Signature
Name
Designation

Date:
Place:

* To be submitted by 30th April each year.