

# OPTIEMUS INFRACOM LIMITED

# VIGIL MECHANISM / WHISTLE BLOWER POLICY

**[In accordance with Section 177 of Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

## 1. PREAMBLE

With regard to adherence to Section 177 of the Companies Act, 2013 the Company is required to establish a vigil mechanism for the directors and employees to report genuine concerns in a manner as may be prescribed.

In view of above, The Company has adopted a Code of Conduct for Directors and employees ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail the mechanism and also provide provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called, 'Vigil Mechanism' for directors and employees to report to the management, instances of unethical behavior, actual or suspected, fraud or violation of the company's, code of conduct.

## 2. POLICY

In compliance of the above requirements, Optiemus Infracom Limited ("Company"), being a Listed Company, has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

The revised policy shall supersede the existing policy on Vigil Mechanism with effect from May 29, 2024.

## 3. POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

## 4. DEFINITIONS

"**Employee"** means every employee of the Company (whether working in India or abroad).

"**Audit Committee"** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"**Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"**Vigilance Officer**" is a person(s) nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"**Whistle Blower"** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

## 5. SCOPE

The Policy is an extension of the Code of Conduct for Directors and Employees and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

a. Breach of the Company's Code of Conduct;
b. Breach of Business Integrity and Ethics;
c. Breach of terms and conditions of employment and rules thereof;
d. Intentional Financial irregularities, including fraud, or suspected fraud;
e. Harassment against women employees;
f. Gross or willful Negligence causing substantial and specific danger to health, safety and environment;
g. Manipulation of company data/records;
h. Pilferage of confidential/propriety information;
i. Gross Wastage/misappropriation of Company funds/assets;
j. Conflict of interest with the Company.

## 6. ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## 7. PROCEDURE

All Protected Disclosures should be reported in writing by the complainant and should either be typed or written in a legible handwriting in English or Hindi. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"** or sent through an e-mail with the subject **"Protected disclosure under the Whistle Blower policy"**. The name of the complainant should also be mentioned, in order to interview the complainant as well, wherever deemed necessary. Anonymous complaints will not be dealt.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company, and if the investigation is not initiated within 15 days of the receipt of Complaint, the same can be sent to the Chairman of the Audit Committee. Further, the Vigilance Officer may refer the complaint to Audit Committee suo-moto, wherever deemed necessary.

The contact details of the Vigilance Officer are as under:-

**Name and Address – Mr. Vikas Chandra**
**Company Secretary & Compliance Officer**
**Optiemus Infracom Limited**
**K-20, Second Floor,**
**Lajpat Nagar – II,**
**New Delhi – 110 024**
**Email- cs.vikas@optiemus.com**

All the protected disclosures against Vigil Officer, director, chairman or employee above VP/DGM level shall be addressed directly to the chairman of Audit Committee.

The contact details of the chairman of the Audit Committee are as under:-

**Mr. Gauri Shankhar**
**Independent Director**
**Optiemus Infracom Limited**
**K-20, Second Floor,**
**Lajpat Nagar – II,**
**New Delhi – 110 024**
Email- **gaurishankar25@gmail.com**

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainant(s) and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## 8. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer or Audit Committee, as the case may be, will carry out an investigation either himself or by involving any other Officer of the Company/an outside agency before referring the matter to the Audit Committee of the Company.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The Vigilance Officer shall endeavour to complete the investigation within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

## 9. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## 10. DISQUALIFICATIONS

a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, 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 Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## 11. CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## 12. PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainant shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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 mala fide intention.
Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

## 13. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in case no action is initiated by the Vigilance Officer within 15 days of receipt of Protected Disclosure and the Vigilance Officer may himself refer the Complaint to the Audit Committee, wherever deemed necessary. Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## 14. COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

## 15. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

## 16. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.