optiemus

Ref. No. - OIL/CO/SE/2019-20/09

April 24, 2019

Listing Department
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 530135

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: OPTIEMUS

Sub: Submission of amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir/Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition on Insider Trading) Regulations, 2015, as amended, please find enclosed herewith the revised 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' duly approved by the Board of Directors of the Company at its Meeting held on April 24, 2019. The said revised Code shall be effective from 1st April, 2019.

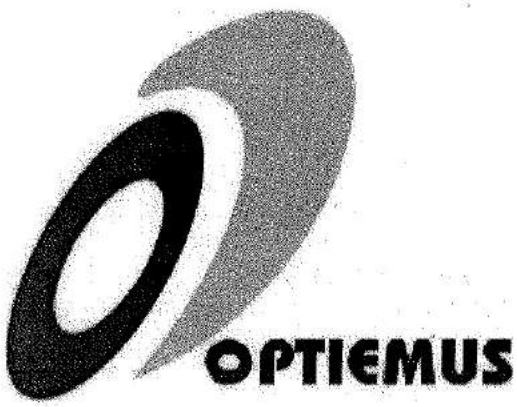
Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited

Vikas Chandra
Company Secretary & Compliance Officer
M. No.: A22263

OPTIEMUS INFRACOM LIMITED
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Corp. Office: Plot No.-2A, 1st Floor, Wing-A, Sector-126, Noida-201 301 (U.P.)
P.: 0120-6721900-905 | www.optiemus.com



OPTIEMUS INFRACOM LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[As per Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with amendments thereto]

OPTIEMUS INFRACOM LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREAMBLE

Optiemus Infracom Limited (hereinafter referred to as **("The Company")** always believes in ensuring timely and adequate disclosure of Price Sensitive Information. In adherence of the principles of fair disclosure enumerated in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company had adopted the Principle of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information **(hereinafter referred to as the 'Code of Fair Disclosure')**. The Code of Fair Disclosure is revised in accordance with the provisions of the SEBI PIT Regulations read with amendment(s) thereto vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with effect from 1st April, 2019.

DEFINITIONS

(a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) "Board" means the Securities and Exchange Board of India;

(c) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

(d) "Connected Person" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
(i) a banker of the company; or
(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

(e) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

(f) "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

(g) "Insider" means any person who is:
i) a connected person; or
ii)in possession of or having access to unpublished price sensitive information;

(h) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(i) "promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(j) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

(k) "Specified" means specified by the Board in writing;

(l) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

(m) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

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(n) "Trading Day" means a day on which the recognized stock exchanges are open for trading;

(o) "Unpublished Price Sensitive Information or UPSI" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

(i) financial results;
(ii) dividends;
change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
(v) changes in key managerial personnel;

APPLICABILITY

This code shall apply to all Insiders as defined above including Directors, designated employees and connected persons.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. **Prompt public Disclosure of unpublished price sensitive information**

   Unpublished price sensitive information, as also defied above, which could impact the price discovery, shall be disseminated promptly through public disclosure, however no sooner than credible and concrete information comes in to being.

2. **Uniform & Universal dissemination of unpublished price sensitive information**

   The Company shall, at all times, endeavour to make uniform and universal dissemination of unpublished price sensitive information and thus to avoid selective disclosure.

OPTIMUS INFRACOM LIMITED

3. **Chief Investor Relations Officer**

   The Company has designated the Company Secretary as Chief Investor Relations Officer who shall be responsible for ensuring that the Company complies with all the disclosure requirements.

4. **Prompt dissemination of unpublished Price Sensitive Information that gets disclosed inadvertently or selectively**

   The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. **Response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

   Appropriate and fair responses to the queries or requests for verification of market rumours shall be sent by the Chief Investor Relations Officer or by such other officer as may be authorized by him/Board of Directors.

6. **Price Sensitive Information to be shared with Analysts & Research Personnel**

   The Company shall provide only public information to the Analysts/research personnel. The Company shall ensure that the information shared with the above mentioned personnel is not unpublished price sensitive information.

7. **Recording of proceedings of meetings with Analysts and other investor relations conferences**

   The proceedings of the meetings with Analysts/research personnel and other investor relation conferences shall be recorded and placed on Company's website.

8. **Handling of all unpublished Price Sensitive Information on a need to know basis.**

   Unpublished price sensitive information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



DETERMINATION OF LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company Secretary in consultation with the Chairman or Chief Financial Officer of the Company shall decide the Legitimate Purposes in accordance with SEBI PIT Regulations.

2. Sharing of Unpublished Price Sensitive Information in relation to the Company with lenders, suppliers, legal advisors, auditors, merchant bankers, collaborators, partners, insolvency professional, other advisors or consultants, shall be considered as "Legitimate Purposes" for the purpose of sharing Unpublished Price Sensitive Information in the ordinary course of business by Insider, provided that such sharing of Unpublished Price Sensitive Information has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

3. Any person who is in receipt of Unpublished Price Sensitive Information pursuant to the Legitimate Purposes shall be considered as an Insider for the purpose of the SEBI PIT Regulations and notice shall be given to such person(s) to maintain confidentiality of Unpublished Price Sensitive Information, in compliance with the SEBI PIT Regulations.

4. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes under the SEBI PIT Regulations along with the Permanent Account Number ('PAN') any other identifier authorized by law where PAN is not available. Adequate and effective systems of internal controls will also be laid down to ensure the compliance for maintenance of the digital database for sharing the information for the said Legitimate Purposes, in accordance with the SEBI PIT Regulations.

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OPTIEMUS INFRACOM LIMITED