



OPTIEMUS INFRACOM LIMITED

DIVIDEND DISTRIBUTION POLICY

[In accordance with Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013]

PREAMBLE

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 (herein referred to as "Regulations" or "Listing Regulations"), top one thousand listed Companies based on market capitalization (calculated as on March 31 of every financial year) are required to formulate a Dividend Distribution Policy, which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports.

Accordingly, this Dividend Distribution Policy has been formulated and approved by the Board of Directors of the Company in its meeting dated 30th June, 2021.

POLICY

In adherence of the stated parameters of Regulation 43A of Listing Regulations, Dividend Distribution Policy is set out herein below:

A. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS OF THE COMPANY MAY OR MAY NOT EXPECT DIVIDEND

The Board of Directors shall consider the factors provided below under Clause B & C before determination of any dividend payout after analyzing the prospective opportunities and threats, viability of the options of dividend payout or retention, etc.

The decision of dividend payout shall, majorly be based on the below mentioned factors considering the balanced interest of the shareholders and the Company.

The Board of Directors may declare an interim dividend during any financial year out of the surplus in the profit and loss account and out of the profit of the financial year in which such interim dividend is sought to be declared.

There may be certain circumstances under which the shareholders of the Company may not expect dividend, including the following:

- i) The Company have requirement of working capital, repayment of loan etc.;
- ii) The Company has incurred losses or in the stage of inadequacy of profits.
- iii) Adverse market conditions.
- iv) Decision to undertake any acquisition(s), amalgamation(s), merger, joint venture(s), new product(s) launch which require significant capital outflow.
- v) Prospective growth opportunities of the Company;
- vi) Other business condition(s) in the opinion of the Board it would be prudent to plough back the profits of the Company.
- vii) Any other extra ordinary circumstances.

B. FINANCIAL PARAMETERS AND INTERNAL FACTORS

The financial/internal parameters which will be considered while declaration of dividend by the Board of Directors are as follows:

- i) Current year's profit/ Inadequacy of profit;
- ii) Projection of future profits;
- iii) Accumulated reserves;
- iv) Distributable surplus available as per the various Acts and Regulations;
- v) The Company's liquidity position including its working capital requirements and debt servicing obligations;
- vi) Return on invested capital;
- vii) Operating cash flow and future cash flow needs;
- viii) Provisioning for financial implications arising out of unforeseen events and/or contingencies;
- ix) Additional investment in subsidiaries, joint ventures and associates of the Company
- x) Cost of Borrowings;
- xi) Capital expenditure requirements including need for replacement of capital assets, expansion and modernization or augmentation of capital asset including any major sustenance, improvement and growth proposals.;
- xii) Stipulations/ Covenants of loan agreements;
- xiii) Capital market scenarios; or
- xiv) Any other relevant factors as deemed fit by the Board of Directors.

C. EXTERNAL FACTORS

The External factors which will be considered while declaration of dividend by the Board of Directors are as follows:

- i) Industry Outlook Macro- economic conditions and any changes therein;
- ii) Cost and availability of alternative sources of financing;
- iii) Capital Market
- iv) Global Conditions
- v) Prevailing Taxation Policy or any amendments expected thereof, with respect to dividend distribution;
- vi) Government Policies and any changes there in;
- vii) Statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve; or
- viii) Any other relevant factors that the Board may deem fit to consider before declaring Dividend.

D. UTILIZATION OF RETAINED EARNINGS

The profits retained by the Company (i.e. retained earnings) shall be used for business purposes/ objects mentioned in its Memorandum & Articles of Association, debt repayment and other contingencies and any other permissible purpose or shall be distributed to the shareholders.

E. PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES:

Company has issued only Equity Shares at this point of time. In future, if different classes of shares are issued, the parameters to be adopted with regard to those classes shall be decided accordingly.

REVIEW AND AMENDMENTS TO THE POLICY

The Board shall review and amend this Policy as and when required.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification, circular(s) etc.
