

OPTIEMUS INFRACOM LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

[Under Section 135 of the Companies Act, 2013]

1. PREAMBLE

This Corporate Social Responsibility (hereinafter referred to as 'CSR') Policy is framed in terms of the provisions of Section 135 of the Companies Act, 2013 ('hereinafter referred to as Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as 'the CSR Rules'), as amended from time to time.

The Company recognises the importance of societal resources in attaining sustainable development and will discharge its responsibilities by undertaking CSR activities in areas or subjects which are independent of the normal conduct of the Company's business, and are covered under the activities listed in Schedule VII read with Section 135 of the Act and the CSR Rules.

The revised policy shall supersede the existing Corporate Social Responsibility Policy with effect from August 12, 2023.

2. DEFINITIONS

Some of the key terms used in the CSR Policy are as under:

i) **'Act'** means the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

ii) **'Company'** means "Optiemus Infracom Limited".

iii) **'Board of Directors' or 'Board'**, in relation to the Company, means the collective body of the directors.

iv) **'Committee'** means Corporate Social Responsibility Committee constituted or re-constituted by the Board of Directors of the Company in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder.

v) **'Corporate Social Responsibility (CSR)'** means and includes but is not limited to:

i) Projects or programs relating to activities specified in Schedule VII of the Act; or

ii) Projects or programs relating to activities undertaken by the Board of the Company in pursuance of recommendations of the CSR Committee of the Board as per this CSR Policy and will cover subjects enumerated in Schedule VII of theAct.

vi) **'CSR Policy' or 'Policy'** means Policy on "Corporate Social Responsibility Policy" framed and implemented by CSR Committee and approved by the Board of Directors of the

Company **'CSR Projects/Activities'** means the projects/activities which are included by the Company in this CSR Policy in accordance with Schedule VII of the Companies Act, 2013.

vii) **'Average Net Profit'** means net profit as computed in accordance with Section 198 of the Act.

Words and expressions used in this policy and not defined herein, but defined under the Companies Act, 2013 shall have the meanings as assigned to them in the Act.

3. PURPOSE

The key purpose of this policy is to:

- To carry out CSR activities in an economically, socially and environmentally sustainable manner that is transparent and ethical.
- Identify broad areas of intervention in which the company will undertake CSR projects.
- Recommend the activities for CSR expenditure in pursuant to activities specified in Schedule VII of the Companies Act, 2013.
- Elucidate criteria for partner implementation agencies and
- Strive for economic development that positively impacts the society at large with minimal resource footprint.

4. COMPOSITION OF CSR COMMITTEE

At Optiemus, our CSR governance structure will be headed by the Board Level CSR committee that will be ultimately responsible for the CSR projects undertaken. The committee will report to our Board of Directors. The Committee members will be decided by the Board of Directors consisting of at least 3 Directors out of which at least one Director shall be Independent Director.

5. SCOPE OF ACTIVITIES UNDER CSR

In accordance with the requirements of the Act, the Company's CSR programs shall mainly focus on one or more of the following areas as notified under Section 135 of the Act and CSR Rules:

i. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

ii. Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects;

iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially & economically backward groups;

iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.

v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;

vi. contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.

However, the Company may choose to undertake additional CSR Activities falling within the purview of Schedule VII of the Act, as may be amended from time to time, based on the recommendations of the CSR Committee and as may be approved by the Board.

It shall be the discretion of the Committee to decide the Location/Area of CSR Activities within India. However, the Committee shall endeavor to give preference to local areas where the Company operates.

6. POWERS AND RESPONSIBILITIES OF COMMITTEE

- Formulate and recommend to the Board of the Company, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Suggest areas of intervention to the Board of the Company.
- Approve projects that are in line with the CSR policy.
- Put monitoring mechanisms in place to track the progress of each project.
- Recommend the amount of CSR expenditure to the Board of the Company.
- Such other functions as the Board of the Company may deem fit.

7. CSR ANNUAL ACTION PLAN

The Annual Action plan of CSR Activities to be carried out during the financial year shall

be formulated and recommended by CSR committee and approved by the Board. The plan may be altered or modified by the CSR Committee, subject to applicable provisions of the Act at any time during the financial year to align the expenditure in accordance with the applicable laws.

Based on the recommendations of the CSR Committee, the Board shall approve implementation of annual action plan, with or without modification, subject to reasonable justification to that effect.

8. CSR EXPENDITURE

- It will be the Company's endeavour to spend in every financial year, atleast 2% (two percent) of its average net profits during the three immediately preceding financial years (or such other limit as may be prescribed under the Act), on CSR activities in pursuance of this Policy.
- CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR activities undertaken in accordance with the approved CSR Plan.
- Surplus, if any, out of the CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the CSR activities or shall be transferred to Unspent CSR Account within six months from the end of the relevant financial year. Accordingly, income arising from CSR activities will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure.
- The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- If CSR expenditure in a financial year exceeds the statutory limit, such excess may be set off against CSR expenditure for the next three financial years with the approval of the Board, on the recommendation of the CSR Committee.

9. MODE OF EXECUTION AND IMPLEMENTATION

- The Company can undertake its CSR Activities
  - (i) directly, or
  - (ii) through a registered trust or registered society or company established under Section 8 of the Act having a track record of at least three years in undertaking CSR Activities or
  - (iii) through such other Trusts, Societies and Section 8 companies that may be established by the Company, either singly or along with any other company, from time to time, or (iv) through other eligible implementing

agencies.

(iv) any entity established under an Act of Parliament or a State legislature; or

(v) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

10. AMENDMENTS TO THE POLICY

The Board of Directors on its own and/or on the recommendation of CSR committee can amend its policy as and when required deemed fit. Any or all provisions of CSR Policy would be subjected to revision/amendment in accordance with the regulations on the subject as may be issued from relevant statutory authorities, from time to time.

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