

OPTIEMUS INFRACOM LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

Pursuant to Regulation 16 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015

1. INTRODUCTION

The Board of Directors of Optiemus Infracom Limited has adopted this policy for determination of Material Subsidiaries of the Company and framework thereto.

This revised policy shall supersede the existing policy for determining material subsidiary with effect from February 11, 2025.

2. OBJECTIVE

The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. The Policy is framed in accordance with the requirements of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) thereof).

3. DEFINITIONS

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

3.2. **Company** means Optiemus Infracom Limited.

3.3. **Act**: Act means Companies Act, 2013 and the rules made thereunder.

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

3.5. **Independent Director** means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.6. **Subsidiary** means a subsidiary as defined under the Companies Act, 2013 and Rules made thereunder.

3.7. **Material Subsidiary** means a subsidiary, whose turnover or net worth exceeds 10% (Ten Percent) of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

3.8. **Unlisted Subsidiary** means a subsidiary whose securities are not listed on any recognized Stock Exchanges.

3.9. **Significant Transaction or arrangement** shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% (Ten Percent) of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

4. GOVERNANCE FRAMEWORK

4.1. At least one Independent Director on the Board of the Company shall be a Director on the Board of an unlisted material subsidiary company, whether incorporated in India or not.

Only for the purpose of this provision, notwithstanding anything to the contrary contained in regulation 16, the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

4.2. The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

4.3. The minutes of the Board Meetings of the unlisted subsidiary Companies shall be placed before the Board of the Company.

4.4. The management of the unlisted subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all significant transactions and transactions entered into by the unlisted subsidiary Company.

4.5. The policy shall be disclosed on the company's website and a web link thereto shall be provided in the Annual Report.

4.6. The material unlisted subsidiaries of the Company incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and obtain a secretarial audit report, in such form as specified, and its report shall be annexed with the annual report of the Listed Company.

5. DISPOSAL OF MATERIAL SUBSIDIARY

The approval of shareholders of the Company by passing a special resolution, is required, if the Company:

- The Company shall not dispose of shares in its material subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

- Selling, disposing and leasing of assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved sell, dispose or lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year.

  Nothing contained in this clause shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Company.

6. POLICY REVIEW

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

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