OPTIEMUS INFRACOM LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

As Per Regulation 30 of SEBI [Listing Obligations & Disclosure Requirements] Regulations, 2015

1. PREAMBLE

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed Company to frame a policy for Determination of materiality of events or information which shall be disclosed to stock exchanges on the basis of criteria given the regulation and in this policy.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the "Policy for Determination of Materiality of Events". This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the Listing Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("**LODR Amendments**") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("**SEBI Disclosure Circular**").

2. OBJECTIVE

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

3. DEFINITIONS

"Act" means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactments thereof;

"Board of Directors" or **"Board"** means the Board of Directors of Optiemus Infracom Limited, as constituted from time to time;

"Company" means Optiemus Infracom Limited;

"Key Managerial Personnel" mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

"Material Event" or "Material Information" shall mean such event or information asset out in the Schedule or as may be determined in terms of this Policy. In the Policy,the words, "material" and "materiality" shall be construed accordingly;

"Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act;

"Policy" means this Policy on criteria for determining Materiality of events and as may be amended from time to time.

"Regulations" or "Listing Regulations" mean Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactments thereof.

"Turnover" shall have the same meaning assigned to it in Section 2(91) of the Act;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

4. DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) ("Para A Events") without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events or information pertaining to itself specified in Para B of Part A of Schedule III of the LODR Regulations ("**Para B Events**") subject to application of guidelines for materiality, as set out under the LODR Regulations.

6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Quantitative criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

(a) 2% (two per cent) of turnover, as per the last audited consolidated financial statements of the Company;

(b) 2% (two per cent) of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

(c) 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the SEBI Disclosure Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only

for determining the threshold for 'materiality' of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing events specified in Para B of Part A of Schedule III shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company/ Company Secretary & Compliance Officer, the event or information is considered material.

Qualitative criteria would mean an event/ information:

a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or

c) any other event/information may be treated as being material if in the opinion of the Board of directors/Authorised KMP of Company, the event / information is considered material.

7. CRITERIA FOR DETERMINING MATERIALITY OF AN EVENT WHEN AN EVENT/ INFORMATION HAS OCCURRED

a) In certain instances, it would depend upon the stage of discussion, negotiation or approval. In that case, the events/information can be said to have occurred upon receipt of approval of the Board and/or upon the receipt of approval of both the Board and the Shareholders.

   However, for events where the price sensitivity factor is involved: e.g. – decision on declaration of dividends etc., the disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholders' approval.

b) In certain instances, where no such discussion, negotiation or approval is involved, the event/information can be said to have occurred when a Company becomes aware of the event/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of the duties.

8. DISCLOSURES

All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:

i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

b) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

c) All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

9. AUTHORITY TO KEY MANAGERIAL PERSONNEL

Whole Time Director, Company Secretary & Compliance Officer and Chief Financial Officer of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s) within the applicable timelines, subject to the provisions of this Policy.

10. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute anyof the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations.

11. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

12. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or the SEBI Listing Regulations or any other statutory enactments or rules, as amended from time to time, the provisions of the SEBI Listing Regulations / the Act or statutory enactments, rules made thereunder shall prevail over this Policy and the part(s) so repugnant shall be deemed to severe from the Policy and the rest of the Policy shall remain in force.

13. EFFECTIVE DATE

The Policy is applicable to the Company with effect from December 1, 2015 and the amended Policy is effective from July 14, 2023.

****