OPTIEMUS INFRACOM LIMITED

RISK MANAGEMENT POLICY

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

1. PURPOSE

Optiemus Infracom Limited **("the Company")** considers ongoing risk management to be a core component of the Management of the Company and understands that the Company's ability to identify and address risk is central to achieving its corporate objectives.

This Risk Management Policy **("Policy")** establishes the overarching principles, governance structure, roles and responsibilities, and processes for managing risks across the Company. The Policy seeks to embed a proactive risk-aware culture throughout the Company and ensure that risk management is integrated into strategic planning, business operations, and decision-making at all levels.

This revised Policy shall supersede the existing Risk Management Policy and shall be effective from August 4, 2026.

2. DEFINITONS

"Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

"Listing Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s), amendment(s), re-enactment(s), circular(s), guideline(s), or substitution(s) thereof, as may be applicable from time to time.

"Board" means Board of Directors of the Company.

"Committee" means Risk Management Committee **("RMC")** of the Company as constituted or re-constituted by the Board, in accordance with the Act and applicable Listing Regulations.

"Company" means Optiemus Infracom Limited.

"Independent Director" means an Independent Director as defined under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Policy" means Risk Management Policy of the Company.

Words and expressions used but not defined in this Policy shall have the meanings respectively assigned to them under the Companies Act, 2013, the Listing Regulations, and other applicable laws, rules, regulations, circulars, and guidelines, as amended from time to time.

3. LEGAL FRAMEWORK

Risk Management Policy is framed as per the following regulatory requirements:

A. COMPANIES ACT, 2013

i) <u>Provisions of Section 134(3) of the Act</u>

Section 134(3)(n) of the Act requires that the Board's report must include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of

risk, if any, which in the opinion of the Board may threaten the existence of the company.

ii) Provisions of Section 177(4) of the Act

The provisions of Section 177(4)(vii) of the Act and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include, evaluation of internal financial controls and risk management systems.

iii) Regulation 17(9) of Listing Regulations

The Board should fulfill certain key functions, including:

a) The listed entity shall lay down procedures to inform members of Board of Directors about risk assessment and minimization procedures.

b) The Board shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity.

iv) Regulation 21 of Listing Regulations

As per Regulation 21 read with Part D of Schedule II of Listing Regulations, the Risk Management Committee shall formulate a detailed risk management policy and monitor/oversee implementation of the same.

4. OBJECTIVE AND SCOPE OF RISK MANAGEMENT POLICY

The Company recognizes that effective risk management is fundamental to achieve its strategic objectives, ensuring sustainable business growth, preserving shareholder value and maintaining sound corporate governance.

Accordingly, the Board of Directors has entrusted the Risk Management Committee with the responsibility of identifying, evaluating, monitoring, and overseeing risks that may affect the Company's business, operations, financial performance, reputation, regulatory compliance, and long-term sustainability. The Committee shall formulate, implement, and periodically review appropriate policies, processes, and mitigation strategies to manage such risks effectively.

The object of this policy are to establish a framework that enables the Company to:

a) Identify, assess, evaluate, and monitor internal and external risks that may affect the achievement of the Company's strategic, operational, financial, regulatory, and sustainability objectives.
b) Classify and prioritize identified risks based on their likelihood of occurrence, potential impact, and overall risk exposure.
c) Establish appropriate risk mitigation measures, internal controls, and monitoring mechanisms to minimize the likelihood and impact of identified risks.
d) Integrate risk management into the Company's strategic planning, decision-making processes, business operations, and day-to-day management activities.
e) Promote informed decision-making by ensuring that material risks are identified, evaluated, communicated, and managed in a timely and consistent manner.

f) Safeguard the Company's assets, business operations, financial resources, intellectual property, information systems, and corporate reputation against potential threats.
g) Ensure compliance with applicable laws, regulations, contractual obligations, and internal policies while fostering a culture of ethical conduct and accountability.
h) Enhance organizational resilience by supporting business continuity, operational efficiency, and preparedness for emerging risks and unforeseen events.
i) Protect and enhance stakeholder value by promoting sustainable growth, financial stability, effective governance, and long-term value creation.
j) Foster a proactive risk-aware culture across the organization by clearly defining roles, responsibilities, and accountability for risk management at all levels.

5. CHARTER OF RISK MANAGEMENT COMMITTEE

A. COMPOSITION

The Committee shall comprise of minimum three members with majority of them being members of the board, including at least one independent director. The Chairperson of the Risk Management Committee shall be a member of the Board and Senior Executives of the Company may be members of the Committee.

The Board may re-constitute the composition of the Committee, as it may deem fit, from time to time.

The Board may appoint a **Chief Risk Officer ("CRO")**, wherever considered necessary or as may be required under applicable laws or regulatory requirements.

B. MEETINGS

The Committee shall meet at least twice in a financial year to act upon any matter within its jurisdiction. All Committee members are expected to attend each meeting.

The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the Committee, whichever is higher, including at least one member of the Board in attendance.

The Committee may invite functional heads, internal auditors, external consultants, or any other person whose presence is considered necessary in the meetings, either on a permanent or an invitation basis, to provide relevant information or expert advice on matters under consideration. Such invitees shall not have any voting rights.

The Company Secretary shall act as the Secretary of the Committee.

The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than two hundred and ten days shall elapse between any two consecutive meetings.

6. ROLE OF RISK MANAGEMENT COMMITTEE

The role of the Committee shall, *inter alia,* include but not limited to the following:

A. To formulate a detailed risk management policy which shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
(ii) Measures for risk mitigation including systems and processes for internal control of identified risks.
(iii) Business continuity plan.

B. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

C. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

D. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

E. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

F. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of directors.

7. RISK IDENITIFICATION AND MITIGATION

In order to identify and assess material business risks, the Company defines risks and prepares risk in light of business plan and strategies. This involves providing an overview of each material risk, making an assessment of the risk level and preparing action plans to address and manage the risk.

Further**,** to ensure that the risks are mitigated, the Company will strive to involve all functional heads in the overall risk identification and for the development of Risk mitigation plans and the implementation of Risk mitigation strategies.

The Company majorly focuses on the following types of:

Strategic Risks	*Risk identification* • Political Environment - domestic and global • Organizational Growth- Market Penetration, Market Share, Loss of reputation • Globalization and Technological Obsolescence • Loss of Intellectual property • Economic condition of the market • Competition • Loss of key customers or suppliers impacting trading volume • Over-dependence on China for sourcing critical products/components

	Risk mitigation • Diversify product portfolio across brands and markets to reduce dependency on specific segments. • Conduct periodic competitive analysis and adapt strategies to market and economic shifts. • Implement a structured customer diversification program covering key-account retention protocols to reduce individual client revenue concentration. • Strengthen IP protection and legal oversight to safeguard proprietary assets. • Establish an agile, geo-diversified supply chain and a robust macroeconomic risk-monitoring framework that Identify and develop alternate sourcing markets including building local supply chain to reduce dependency on China
Operational Risks	*Risk identification* • Revenue concentration risk from limited customer base • Cost optimization • Quality Manpower retention • Working capital management • Inventory management and obsolescence risk • Contractual Compliance with trading partners and vendors • Quality Assurance • Productivity loss due to engineering changes or material delays • Monitoring regulatory changes impacting import duties and taxation • Plants and equipment health, upgradation and capacity building • Labour unrest, strikes etc. *Risk mitigation* • Establish a rolling zero-based budgeting framework coupled with automated, real-time variance tracking to continuously optimize manufacturing overheads. • Implement an aggressive cash conversion cycle optimization program by aligning vendor payment terms with customer receivable collection cycles • Deploy a company-wide contract lifecycle management system with periodic milestone reviews for timely corrective actions. • Conduct periodic physical stock checks to ensure inventory accuracy and timley liquidation of obsolescence inventory . • Establish alternate supplier relationships to reduce dependency and ensure supply continuity. • Conduct regular workforce planning and retention programs for key roles. • Enforce mandatory customer-liability charging structures in commercial contracts to financially recover lost Units Per Hour (UPH) and overhead costs caused by customer-induced engineering changes or material delays. • Maintain a regulatory tracker backed by an external customs advisory firm to pre-emptively model the financial impact of changing tariff policies. • Implement a data-driven predictive maintenance program on all critical SMT

	and FATP lines, equipment paired with a rolling 3-year capital expenditure roadmap to systematically fund capacity scaling and technology upgrades. • Foster proactive employee relations through a dedicated grievance-redressal forum and develop a pre-qualified pool of flexible, certified technical staff to ensure uninterrupted line operations.
Sustainability (ESG) Risks	*Risk identification* • Climate Change Risk impacting supply chain and logistics • Workplace safety • Human rights violations • Business Ethics • Stakeholder relationships • E-waste management and disposal of outdated products • ESG non-compliance leading to reputational and regulatory risks *Risk mitigation* • Implement a formal e-waste collection and disposal program in compliance with environmental laws. • Establish clear workplace safety standards and conduct periodic checks for warehousing and logistics operations. • Conduct supplier audits to ensure adherence to ethical sourcing and human rights practices. • Monitor ESG regulations and integrate ESG performance metrics into business decisions.
Information, Cyber Security Risk	*Risk identification* • Data breach affecting financial or customer data • Cyberattack • Technology risk due to outdated IT infrastructure or rapid tech evolution *Risk mitigation* • Deploy updated antivirus, firewall, and intrusion detection systems across all networks. • Conduct regular cybersecurity training and awareness sessions for all employees. • Establish an incident response team with clear protocols for data breaches. • Enforce a continuous IT modernization roadmap that transitions legacy infrastructure to secure, scalable cloud environments while maintaining an agile framework to evaluate disruptive manufacturing technologies. • Establish a disaster recovery policy featuring geographically redundant cloud-replicated backups and a structured business continuity plan subject to periodic failover testing.
Compliance Risks	*Risk identification* • Ensure stricter adherence to laws/ rules/ regulations • Adherence to Company Policies and Procedures • Maintaining high standards of Corporate Governance and Public disclosures

	Risk mitigation • Maintain a centralized compliance calendar and reporting system to track and meet all regulatory obligations. • Periodically update internal policies to reflect legal and regulatory changes. • Conduct internal compliance audits and training for all relevant departments.
Financial and Reporting Risks	*Risk identification* • Claims from debtors due to quality and other issues and consequent delays in recovery of dues • Funding and Credit Risk • Fraud • Monetary policies framed by the Government and Reserve Bank of India *Risk mitigation* • Introduce robust credit evaluation processes before onboarding customers and partners. • Secure committed, diversified credit lines with tier-1 banking partners • Establish a rigorous pre-shipment quality sign-off protocol to safeguard the accounts receivables • Implement an internal control framework featuring strict separation of duties and an independent, anonymous whistle-blower program. • Implement fraud detection tools and protocols for financial transactions. • Use currency hedging strategies to manage foreign exchange risks related to imports.
Succession Planning Risks	*Risk identification* • Risk to business continuity given the likelihood of a single event affecting multiple leaders • Potential lack of decision-making capacity during simultaneous travel of key management personnel • Insufficient contingency planning in case of travel-related disruptions involving multiple senior leaders *Risk mitigation* • Identify critical leadership roles and develop a structured succession plan. • Institutionalize knowledge-sharing and role-shadowing practices. • Implement a staggered travel policy for top management to avoid simultaneous risk exposure.

Other than above, the risk factor shall be continuously assessed by the Risk Management Committee and/or Board as and when required and list shall be updated accordingly.

8. BUSINESS CONTINUITY PLAN

Business continuity plan refers to maintaining business functions or quickly resuming them in the event of a major disruption, whether caused by a fire, flood, server crash, machinery failure, cyber breach or any other act of God.

A business continuity plan outlines procedures and instructions an organization must follow in the face of such disasters; it covers business processes, assets, human resources, IT infrastructure, critical machinery, business partners and more.

The Company shall have well documented Business continuity plan for any contingent situation covering all perceivable circumstances. The plan shall include:

- Identification of alternative sites or manual fallback processes to ensure continuity of operations during physical disruptions.
- Clear chain of command and delegation of authority to manage crises across departments.
- Preventive maintenance schedules and emergency repair protocols for key machinery and equipment.
- Regular data backups stored at secure off-site/cloud locations.
- Redundant IT infrastructure or failover systems for critical servers.
- Defined escalation and recovery procedures in the event of hardware failure or cyberattacks.
- Communication protocols for employees, partners, and stakeholders to ensure timely dissemination of information during disruptions.

The Business continuity plan may be reviewed and amended by the Risk Management Committee based on evolving threats and operational requirements, whenever required.

9. RESPONSIBILITY FOR RISK MANAGEMENT

A. The Board shall have the overall responsibility for oversight of the Company's risk management framework and shall through the Risk Management Committee shall ensure the development, implementation and monitoring of a robust risk management framework within the organization.

B. The Risk Management Committee shall ensure continuous evaluation of significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, andongoing activities such as business continuity planning and disaster recovery planning& testing).

C. The Risk Management Committee shall undertake periodical review of the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

D. The Risk Management Committee on a yearly basis shall submit a report on the status of the risk management framework within the organization to the Board.

10. AMENDMENT TO THE POLICY

The Board of Directors shall have the authority to review, modify, amend, or replace this Policy, in whole or in part, from time to time, as may be deemed necessary and in accordance with the applicable provisions of law.

In the event of any amendment to the applicable laws, rules, regulations, including the provisions of the SEBI Listing Regulations, the Companies Act, 2013, or any clarification, notification, circular, guideline, or direction issued by any statutory or regulatory authority, which is inconsistent with any provision of this Policy, such applicable law, amendment, clarification, notification, circular, guideline, or direction shall prevail.