



OPTIEMUS INFRACOM LIMITED

RISK MANAGEMENT POLICY

[IN ACCORDANCE WITH SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013]

1. PURPOSE

Purpose of the 'Risk Management Policy' is to authorize the Board of Directors (the "Board") of Optiemus Infracom Limited (the "Company") to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks in order to timely assess & thereafter minimize the risk involved. The Board has overall responsibility for monitoring and approving the risk management framework.

This revised policy shall supersede the existing Risk Management Policy with effect from April 01, 2016.

2. REGULATORY

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

A. COMPANIES ACT, 2013

1. Provisions of the Section 134(3)

There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall 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.

2. Provisions of the Section 177(4)

The provisions of Section 177(4) 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.

3. Schedule IV [Section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

II. Role and functions:

The independent directors shall:

(1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.

B. REGULATION 17

Key functions of the Board

The board should fulfill certain key functions, including:

9. (a) The listed entity shall lay down procedures to inform members of board of directors about risk assessment and minimization procedures.

(b) The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity.

3. RESPONSIBILITY FOR RISK MANAGEMENT

1. The Board in recommendation with Audit Committee has overall responsibility for monitoring and approving the risk management framework. The Board of Directors shall be responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

The Board shall also be responsible for framing, implementing and monitoring the risk management plan for the Company.

2. Audit Committee shall periodically the internal risk factors and discuss with the Board wherever necessary.

4. BROAD POWERS & RESPONSIBILITIES

- Assessment of risks to the effective execution of business strategy and review key leading indicators in this regard.
- Annual review of the Risk Management Framework of the Company.
- 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.
- 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, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
- Coordination of its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes for approval.