optiemus

26TH ANNUAL REPORT

2018-2019

OPTIEMUS INFRACOM LIMITED

OPTIEMUS INFRACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ashok Gupta, Executive Chairman
Hardip Singh, Whole Time Director
Renu Gupta, Non-Executive Director
Neetesh Gupta, Non-Executive Director
Tejendra Pal Singh Josen, Independent Director
Gautam Kanjilal, Independent Director
Charan Singh Gupta, Independent Director
Naresh Kumar Jain, Independent Director

KEY MANAGERIAL PERSONNEL

Hardip Singh, Whole Time Director
Vikas Chandra, Company Secretary & Compliance Officer
Parveen Sharma, Chief Financial Officer

STATUTORY AUDITORS

Mukesh Raj & Co.
Chartered Accountants
C-63, First Floor, Preet Vihar,
New Delhi-110092

BANKERS / FINANCIAL INSTITUTIONS

Indusind Bank Limited
State Bank of India
Tata Capital Financial Services Limited

REGISTERED OFFICE

K-20, 2nd Floor, Lajpat Nagar - Part-2,
New Delhi-110 024
Ph. No.: 011-2984 0905, Fax: 011-2984 0908
Website: www.optiemus.com
E-mail: info@optiemus.com
CIN: L64200DL1993PLC054086

CORPORATE OFFICE

Plot No. 2A, First Floor, Wing A,
Sector-126, Noida-201301 (U.P.)
Ph. No. : 0120-6721900-905
Fax: 0120-6726895

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) LTD.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110062
Phone: +91-11-2996 1281/83
Fax: +91-11-2996 1284
E-mail: beetal@beetalfinancial.com

COMMITTEES OF BOARD

Audit Committee
Corporate Social Responsibility Committee
Nomination and Remuneration Committee
Stakeholders Relationship Committee
Internal Complaints Committee
Operations and Administration Committee

LISTED AT

BSE Ltd.
National Stock Exchange of India Ltd.

CONTENTS

CHAIRMAN'S MESSAGE

Dear Stakeholders,

It gives me immense pleasure to present the 26th Annual Report of your Company "Optiemus Infracom Limited" for the financial year 2018-19.

Telecom markets across emerging economies are in transition from last 2 years. Telecom industry faced an extraordinarily turbulent year in India through unprecedented disruption. Extreme pricing pressure accelerated market exits and industry consolidation. Even though the transition is turning out to be stressful entailing massive dislocation in the short run, the new industry structure will ultimately prove beneficial for the sector.

The company has taken stringent measures to control costs and increase revenues in the past year. We have taken several decisions to focus on introducing new innovative products at competitive prices to maintain better customer experience. Your Company continued to focus on gaining smartphone market share while growing feature phone volumes. The strong and rapid growth of the smartphone market has been made possible by several liberal policies of the Indian government, along with huge consumer demand which is increasing day by day. Your Company has always been upbeat and swift in understanding the needs of changing market and responding to them.

During the year, the Company launched 2 (Two) Blackberry devices viz. BlackBerry Evolve, BlackBerry Evolve^{X} and 1 (one) mid-segment android device viz. 'Kult Inspire' under the brand Kult by Optiemus Infracom Group at a budget friendly price. Presently, the Company's main focus is on invention of innovative technologies as it is intending to diversify itself from the gamut of mobile phones. In furtherance of its object, it launched a technology-based personal security & safety device viz. mybuddy, a distress companion that can be easily connected to the smartphone via Bluetooth during the FY 2018-19.

Further, the Company owns a huge immovable property situated at Plot No. 2A, Sector-126, Noida, Uttar Pradesh – 201301 and it is intended to monetize the said property for the purpose of come out from its non-core business segment and reduction/re-payment of Company's debt liability arising from Inherent Lease Rent Discounting (LRD) Facility and become a debt free Company.

I would like to extend my sincere thanks to the Board members, employees, shareholders, customers, partners and bankers for the continued faith & support in the Company. I will look forward to your support and guidance, as always, to take this company to even greater heights.

Thanking You

Ashok Gupta
Executive Chairman

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the 26th Annual Report on the business and operations of the Company along with the Audited Annual Accounts for the financial year ended 31st March, 2019.

1. FINANCIAL SYNOPSIS:

Key aspects of Financial Performance of the Company for the year ended 31st March, 2019 are tabulated below, *inter-alia*, pursuant to the Companies (Accounts) Rules, 2014.

The consolidated performance of the Company and its subsidiaries has also been set out herein, and wherever required.

(INR in Lacs except EPS)

Particulars	Standalone		Consolidated	
	Year ended on 31.03.2019	Year ended on 31.03.2018	Year ended on 31.03.2019	Year ended on 31.03.2018
Revenue from Operations	40,107	61,032	119,597	72,236
Total Expenses	45,235	58,615	129,731	71,609
Profit before Exceptional & Extraordinary Items and Tax	187	3,654	(3,822)	2,239
Exceptional Items	-	-	-	-
Profit/(Loss) from associates and Joint Venture	-	-	(86)	0.19
Profit Before Tax	187	3,654	(3,908)	2,239
Tax Expense:				
(1) Current Tax	233	1,299	233	1,301
(2) Deferred Tax	(241)	(43)	121	(608)
(3) Taxation Adjustment of previous year (net)	(26)	(71)	(121)	(81)
Minority Interest	-	-	3	(456)
Profit After Tax	222	2,469	(5,940)	1,386
Earnings per equity share	0.27	2.87	(7.21)	1.61

2. INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

The standalone gross revenue from operations declined by 34.29% from INR 61,032 Lacs (FY 2017-18) to INR 40,107 Lacs during the year. Profit after tax ("PAT") decreased to INR 222 Lacs during FY 2018-19 from INR 2,469 Lacs in FY 2017-18. In view of decrease in PAT, Earning per share also decreased from INR 2.87 to INR 0.27. Detailed information on state of affairs of the Company is given in Management Discussion and Analysis Report forming part of this report.

3. TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the general reserve and entire amount of profit for the year forms part of the 'Retained Earnings'.

4. DIVIDEND

The Board is of opinion that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly, the Board does not recommend any dividend payment for the year 2018-19.

5. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 and rules made thereunder.

6. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year 2018-19.

7. MATERIAL CHANGES AND COMMITTMENT

The Board of Directors in its meeting dated 6th June, 2019, subject to the approval of shareholders, approved to sell, dispose, hive-off and / or transfer the “Rental Division” Business of the Company to its wholly owned subsidiary company (under incorporation), as a 'going concern', on slump exchange basis under the provisions of Section 180 (1) (a) read with Section 188 of the Companies Act, 2013.

Except above, there was no other material changes affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

8. NOMINATION AND REMUNERATION POLICY

In adherence of Section 178(1) of the Companies Act, 2013, the Board of Directors of the Company has approved a policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. Extract of Nomination and Remuneration Policy of the Company is given in ***Annexure–1*** forming the part of this Report. The Policy is also available on the website of the Company and can be accessed under the web link *https://www.optiemus.com/investors.html.*

9. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under sub-section (3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report as ***Annexure -2***. Also, Annual Return as referred to in sub-section 3 of Section 134 of Company's Act, 2013 will be placed on Company's website under web-link *https://www.optiemus.com/investors.html.*

10. NUMBER OF MEETINGS OF THE BOARD

There were 10 (Ten) meetings of the Board held during the year. The Maximum gap between the two meetings did not exceed 120 days. Detailed information on Board Meetings is given in Corporate Governance Report.

Further, during the year, a separate meeting of the Independent Directors of the Company was held on 6th March, 2019 to discuss and review the performance of all other Non-Independent Directors, Chairperson of the Company and the Board as a whole and for reviewing and assessing the matters as prescribed under Schedule IV of Companies Act, 2013 and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance to clause (c) of sub section (3) of Section 134 of the Companies Act, 2013, to the best of their knowledge and belief, the Directors of your Company hereby confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors had prepared the annual accounts on a going concern basis;

(v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013, details of Investments made, Loans given and Guarantee given falling under the provisions of Section 186 of the Companies Act, 2013 are given under Note No. 5a, 5b, 9e, and 28c of the notes to standalone financial statements.

13. RISK MANAGEMENT FRAMEWORK

Your Company has taken necessary steps for risk management including identifying risk which may threaten the existence/operations of the Company.

14. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company approved a policy on CSR which is also hosted on Company's website under web link *https://www.optiemus.com/investors.html*.

The detailed report on CSR is attached as ***Annexure-3*** to this report.

15. DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM

Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,*inter alia*, provides for a mandatory requirement for all Listed Companies to establish a mechanism called, 'Whistle Blower Policy' for Directors and Employees to report to the management, instances of unethical behavior, actual or suspected, fraud or violation of the Company's, code of conduct.

In compliance of the above requirements, your Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy which aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the

Codes of Conduct or policy.The Vigil (Whistle Blower) Mechanism aims to ensure that the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Further, your Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Policy is hosted on the Company's website www.optiemus.com under web link *https://www.optiemus.com/investors.html*.

16. DIRECTORS & KEY MANAGERIAL PERSONNEL

a. Induction, re-appointment and resignation

The following changes took place in the composition of Board of Directors and Key Managerial Personnel of the Company during the year under review:

During the year under review, on the recommendation of Nomination and Remuneration Committee, the Board appointed Mr. Neetesh Gupta (DIN: 00030782) as an Additional Director (Non-Executive) of the Company with effect from 12th October, 2018 to hold the office upto the date of ensuing Annual General Meeting. Accordingly, he will hold office upto the date of ensuing AGM. The Company has received requisite notice from a member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Neetesh Gupta as Director, liable to retire by rotation.Based upon the recommendation of Nomination and Remuneration Committee, Board recommends his appointment as a Director liable to retire by rotation.

The term of 5 years of Mr. Ashok Gupta (DIN: 00277434), Whole-time Director, designed as Executive Chairman of the Company will be expired on March 31, 2020. Accordingly, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 30th August, 2019, approved the re-appointment of Mr. Ashok Gupta, Whole-time Director, designated as Executive Chairman for a period of further 3 (Three) years with effect from 01st April, 2020 to 31st March, 2023. The re-appointment is subject to approval of the shareholders in ensuing general meeting.

In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third of total Directors of the Company shall be liable to retire by rotation, out of which atleast one-third Directors shall retire at every Annual General Meeting. Hence, this year, Mrs.Renu Gupta (DIN: 00030849) retires from the Board by rotation and being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

The details of Directors being recommended for re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are contained in the Notice of ensuing Annual General Meeting of the Company.

Appropriate resolutions seeking shareholders' approval to the appointment/re-appointment of Directors are included in the Notice of Annual General Meeting.

Mr. Anoop Singhal, Chief Financial Officer and Key Managerial Personnel has resigned from the Company w.e.f. 16th February, 2019. The Board of Directors placed on record their appreciation for the contribution made by him during his tenure. Thereafter, the Board in its meeting dated 24th

April, 2019 appointed Mr. Parveen Sharma as the Chief Financial Officer and Key Managerial Personnel of the Company in place of Mr. Singhal.

None of the Whole-time Key Managerial Personnel (KMP) of the Company is holding office in any other Company as a Key Managerial Personnel.

Further, none of the Directors/KMP of the Company is disqualified under any of the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

b. **Declaration by Independent Directors**

The Company has received a Certificate of Independence from all Independent Directors, *inter-alia,* pursuant to Section 149 of the Companies Act, 2013, confirming and certifying that they meet the criteria of independence as provided in Section 149 and Regulation 16 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. **Inter-se relationship of Directors**

Mrs. Renu Gupta and Mr. Neetesh Gupta, Non-Executive Directors and Mr. Ashok Gupta, Executive Chairman are inter-related, where in Mr. Neetesh Gupta is son of Mr. Ashok Gupta and Mrs. Renu Gupta. No relationship exist between other Directors/KMP.

d. **Selection and Appointment of Directors**

The charter of Nomination and Remuneration Committee of the Board empowers it to review the structure, size, composition, and diversity of the Board, evaluation of existing skills, defining gaps and making necessary recommendations to the Board.

e. **Board Evaluation**

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Annual Report to disclose the manner in which formal annual evaluation of the Board, its Committee and individual Directors is done and evaluation criteria thereof. Performance evaluation criteria for Board, Committees of the Board and Directors are placed on the Company's website www.optiemus.com under the web link *https://www.optiemus.com/investors.html* as a part of Company's Nomination and Remuneration Committee Policy.

Manner in which said evaluation was made by the Board is given below:

- Based on the criteria, a structured questionnaire was prepared after taking into consideration inter-alia the inputs received from the Directors (except for the Director being evaluated) for the year under review. The structured questionnaire covered various aspects of the Board's functioning such as strategic alignment and direction, engagement alignment, composition and structure, dynamics and culture, ethical leadership and corporate citizenship, support to the Board, Committees evaluation and self-evaluation etc.
- The ratings for Non-Independent Directors were given by the Independent Directors at a separate meeting convened by them. The ratings for Independent Directors were given by all the Directors excluding the Independent Director being evaluated. The evaluation for performance of Committees was given by the entire Board.
- A consolidated summary of the ratings given by each of the Directors was then prepared separately for Independent & Non-Independent Directors, based on which a report on

performance evaluation was prepared in respect of the performance of the Board, Directors individually and Committee(s).

- The report on performance evaluation of Non Independent Directors so arrived at was then noted and discussed by the Nomination and Remuneration Committee.

  The performance evaluation of Individual Directors including Chairman of the Board was done in accordance with the provisions of the Companies Act, 2013 and Listing Regulations and also based on the structured questionnaire mentioned above.

f. **Familiarization programme for Independent Directors**

SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the applicable provisions of Companies Act, 2013 requires conduction of familiarization programme of the Independent Directors. On these lines, Board has always endeavored to keep Independent Directors updated about the latest happenings in the Company, Industry and legal framework, for which Periodic Familiarization Programmes are conducted for the Directors about nature of industry, Business Model, roles, rights, responsibilities of Independent Directors, Update on amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, SEBI (Prohibition of Insider Trading) Regulations, SEBI (Depositories and Participants) Regulations, Guidelines issued by SEBI regarding Board evaluation and its applicability to the Company etc.

17. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in ***Annexure -4*** forming part of the Annual Report.

18. AUDITORS

a) **Statutory Auditors**

At the 24th Annual General Meeting held on 8th December, 2017, the shareholders approved the appointment of M/s Mukesh Raj & Co. Chartered Accountants, (Firm Registration No. 016693N), as Statutory Auditors of the Company until the conclusion of 29th Annual General Meeting to be held in the year 2022 subject to ratification by the shareholders every year.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking shareholders' approval for ratification of appointment of Statutory Auditors has been withdrawn and accordingly, the Notice of the 26th Annual General Meeting does not include the proposal for seeking shareholders' approval for ratification of Statutory Auditors' appointment. The Company has received certificate of eligibility from M/s. Mukesh Raj & Co, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and a confirmation that they continue to hold valid peer review certificate as required under Listing Regulations.

The adverse remark contained in Statutory Auditors' Report for the financial year 2018-19 and the Company's reply thereto is as follows:

Adverse Remark	Company Reply
The remuneration paid by the Company to its Directors during the year is not in accordance with the provisions of Section 197 of the Act.	During the last couple of years, the Indian Telecom industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level and the Profit before tax registered an unexpected decline of 94.88% over the previous year. Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2019 did not meet expectations. As a result, the remuneration paid to Mr. Ashok Gupta and Mr. Hardip Singh for the financial year 2018-19 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution, therefore, resolutions seeking approval of shareholders for waiver of such excess remuneration paid has been proposed in the notice of the Annual General Meeting forming part of this Report.

Further, the observations of Statutory Auditors in its reports on standalone and consolidated financials are self-explanatory and therefore do not call for any further comments. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Auditors did not report any fraud during the year.

M/s Mukesh Raj & Co, Chartered Accountants have certified that the Company has complied with the mandatory requirements of Corporate Governance as stipulated in Listing Regulations. The same is annexed to this report as ***Annexure -5.***

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as a measure of good Corporate Governance practice, the Company appointed M/s S.K. Batra & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. Secretarial Audit Report for the financial year 2018-19 as given by M/s S.K.Batra & Associates in the prescribed form MR-3 is annexed to this Report as ***Annexure -6.***

The Adverse remarks contained in Secretarial Audit Report for the year under review and Company's reply thereto are as follows:

Adverse Remark	Company Reply
Managerial Remuneration has been paid in excess of the limits prescribed in section 197 of the Companies Act, 2013 read with Schedule V of the Act although the Company is in process of obtaining approval from the shareholders at the ensuing Annual General Meeting for waiver of excess managerial remuneration paid during the FY 2018-19	During the last couple of years, the Indian Telecom industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level and the Profit before tax registered an unexpected decline of 94.88% over the previous year. Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2019 did not meet expectations and it is possible that the Company may also have inadequate profits in coming years. As a result of the above, the remuneration paid to Mr. Ashok Gupta and Mr. Hardip Singh for the financial year 2018-19 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution, therefore, resolutions seeking approval of shareholders for waiver of such excess remuneration paid has been proposed in the notice of the Annual General Meeting forming part of this Report.
The Company has not expended any amount towards CSR activities as per the provisions of Section 135 of the Act. However in accordance with Section 134(3)(o) of the Act the Company has disclosed all the relevant information about its CSR Policy and its implementation including the reasons of non-spending.	The Company could not spend requisite amount towards CSR activities as the Company don't have liquid cash due to drop down of standalone revenue of the Company to an unforeseen level. Once the financial position become stable, the company will ensure to spend requisite amount as per Section 135 of the Companies Act, 2013. Further, the Company has disclosed all the relevant information about its CSR Policy and its implementation including the reasons of non-spending of requisite amount in the annexure forming part of this Report.
Annual Financial Results of the Company for the quarter ended 31st March, 2019 was filed after the due date i.e. 30.05.2019 as the Board Meeting was adjourned due to lack of quorum. However, necessary disclosures/ intimations in this regard were given by the Company to Stock Exchanges and shareholders.	The Company has always been meticulous in complying with the SEBI Regulations but the submission of financial results for the quarter ended 31st March, 2019 got delayed due to unavoidable circumstances i.e. Due to lack of quorum, the scheduled meeting dated 30.05.2019 was adjourned automatically on 06.06.2019 as per the provisions of Section 174 (4) of the Companies Act, 2013. Necessary disclosures/intimations in this regard were given by the Company to Stock Exchanges and shareholders.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31st March, 2019 on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder, was obtained from M/s S.K. Batra & Associates, Secretarial Auditors and submitted to both the Stock Exchanges i.e. NSE and BSE.

c) **Cost Auditor**

Maintaining cost records as specified by the Central Government under Section 148 (1) of the Companies Act, 2013 is not applicable on the Company. Therefore, no Cost Auditor was appointed by the Board of the Company.

19. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements, *inter-alia*, of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013". An Internal Committee has been set up to consider and redress all the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed-off during the Financial Year 2018-19:

- No. of complaints received : Nil
- No. of complaints disposed-off : N.A.

20. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy

Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. However, Capital expenditure on energy conservation equipment is not required, keeping in view the normal energy consumption in the business activity of the Company. Various Steps are being taken for conservation of energy and using alternate sources of energy, to name a few:

- Advocating switching off of lights and ACs when not required, turning off of PCs when not in use, setting higher temperatures on air conditioners etc. to reduce consumption.
- Installed various energy saving electrical devices for saving energy.
- Puts control on usage of other electrical equipment's.

Technology absorption

Taking into consideration the nature of Business of Company, no technology is being used.

Foreign exchange earnings and Outgo

The Company has continued to maintain focus on and avail of export opportunities based on economic considerations.

Foreign Exchange Earning & Outgo details are as follows:

Foreign Exchange details*	As on 31st March, 2019 (INR in Lacs)
Foreign Exchange Earnings (A) (Including deemed exports & sales through export houses)	3630
Foreign Exchange Outgo (B)	7413
Net Foreign Exchange Earnings (A-B)	(3783)

**The Figures are on receipt/payment basis.*

21. SUBSIDIARIES

Subsidiaries acquired

During the year under review, Troosol Enterprises Private Limited ("Troosol"), has become the subsidiary of the Company.

Subsidiaries sold/liquidated

During the year under review, the following Companies ceased to be Subsidiaries of the Company:

1. Teleecare Network India Private Limited ("Teleecare") – *due to decrease in shareholding of Optiemus Infracom Limited in Teleecare as a result of non-subscription in right issue made by Teleecare*

   Also, the following four subsidiaries of Teleecare has been ceased to be step down subsidiaries of Optiemus Infracom Limited:

   a. International Value Retail Private Limited;

   b. MPS Telecom Retail Private Limited;

   c. GDN Enterprises Private Limited;

   d. Teleecare Network (BD) Private Limited;

As on 31st March, 2019, the Company has 4 (Four) unlisted Subsidiary Companies namely:

1. Optiemus Electronics Limited;
2. FineMS Electronics Private Limited;
3. Optiemus Infracom (Singapore) Pte Limited and
4. Troosol Enterprises Private Limited

As on 31st March, 2019, the Company have to 1 (One) Associate Company viz. Teleecare Network India Private Limited.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statement including all of its subsidiaries, associates which is forming part of this report.

The highlights of financial position and performance of its subsidiaries/associates are given in the statement containing salient features of the financial statements of the said subsidiaries/associates in ***Annexure -7*** to this report.

In terms of Section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been hosted on the company' website under the web link *https://www.optiemus.com/investors.html*. Further, the annual accounts of each of the said subsidiary companies of the Company have also been hosted on the company' website under the web link *https://www.optiemus.com/investors.html*. Any shareholder who may be interested in obtaining a physical copy of the a foresaid documents may write to the Company Secretary. Further, please note that the said documents will be available for examination by the shareholders of the Company at its Registered & Corporate Office during business hours.

The Company has one material unlisted Companies namely M/s Optiemus Electronics Limited, where material subsidiary is defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to mean *a subsidiary, whose income or net worth exceeds 20%* (Twenty percent) of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.*

**w.e.f. 1st April, 2019 the limit of 20% (Twenty percent) is reduced to 10% (Ten percent).*

The Policy for determining 'material' subsidiaries is hosted on the website of the Company under the web link *https://www.optiemus.com/investors.html.*

22. RELATED PARTY TRANSACTIONS

There were no materially significant transactions with Related Parties during the financial year 2018-19 which were in conflict with the interest of the Company. During the year under reference, *however*, there were certain transactions with the related parties of the Company executed in ordinary course of business at arm's length. The disclosure of such transactions as required under Companies Act, 2013 attached herewith as **Annexure-8**. Further, Suitable disclosures as required under IND AS have been made in Note no. 29 of the Notes to the financial statements.

The policy on Related Party Transactions as approved by the Board is hosted on the Company's website under the web link *https://www.optiemus.com/investors.html.*

23. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

24. SHARE CAPITAL

The paid-up equity share capital as on 31st March, 2019 was INR 85.81 Crore.

There was no public issue, rights issue, bonus issue, preferential issue or redemption of shares etc. during the year. The Company has not issued shares with differential voting rights or sweat equity shares. Also, the Company has not granted any Stock Options during the year.

Further, in pursuance of merger of two (2) wholly owned subsidiaries viz. Oneworld Teleservices Private Limited and MPS Telecom Private Limited, the authorised share capital of the Company was increased to INR 1,28,98,00,000/- during the year.

25. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Board reviews the adequacy and effectiveness of the internal financial controls from time to time. The Board, in consultation with the Internal Auditors monitors and controls the major financial risk exposures.

26. CORPORATE GOVERNANCE

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. It is ensured that the practices being followed by the Company are in alignment with its philosophy towards Corporate Governance. Your Company believes that good corporate governance is the basis for sustainable growth of the business and effective management of relationship among constituents of the system and always works towards strengthening this relationship through corporate fairness, transparency and accountability. Your Company give prime importance to reliable financial information, integrity transparency, fairness, empowerment and compliance with law in letter and spirit.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled 'Corporate Governance' has been included in this Annual Report, along with the reports on Management Discussion and Analysis.

27. COMLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS

Your Company has complied with all the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

28. ACKNOWLEDGEMENT

Your Directors wish to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Authorities, Stakeholders including Customers and other business associates who have extended their valuable support and encouragement during the year under review.

The Directors also acknowledge the hard work, dedication, commitment and cooperation of the employees of the Company. The enthusiasm and unstinting efforts of the employees have enabled the Company to continue being a leading player in the Telecom Industry.

On behalf of the Board of Directors
For **Optiemus Infracom Limited**

Date : 30th August, 2019
Place : Noida (U.P.)

Ashok Gupta
Executive Chairman
DIN: 00277434

Annexure - 1
EXTRACT OF NOMINATION & REMUNERATION POLICY

Policy for appointment and removal of Director, KMP and Senior Management

i) **Appointment criteria and qualifications:**

a. **Qualification & Expertise**

- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

b. **Age Limit**

- The Company shall not appoint or continue the employment of any person as Whole-time Director or Managing Director or Manager who is below the age of Twenty One years or has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- However, there is no such limit for appointment of Senior management and Directors other than Whole-time Director or Managing Director or Manager.

ii) **Term of appointment:**

a) *Managing Director/Whole-time Director:*

The Company shall appoint or re-appoint any person as its Managing Director, Executive Director and Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) *Independent Director:*

- Any person to become Independent Director must comply the terms of qualification as defined under Section 149(6) of the Companies Act, 2013 and under Listing Regulations.
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such person serves is restricted to seven listed companies as an Independent Director; and in case such person is serving as a Whole-time Director in any listed company the number of boards on which such person serves as Independent Director is restricted to three listed companies.

iii) Evaluation:

For Executive Directors and Non Executive Non Independent Directors

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) in consultation with the Independent Directors of the Company.

For Independent Directors

Evaluation of Independent Directors shall be carried on by the entire Board of the Company except the Director getting evaluated. The Criteria for evaluation of performance of Independent Directors should be in the format as laid down below:

Name of the Director:___________________

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Criteria for Evaluation	Sub Criteria for Evaluation	Rating
Attendance	Attendance and contribution at Board and Committee meetings	
Based on general knowledge, skills and job profile	His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.	
	His knowledge in the area of expertise, business operations, processes and Corporate Governance.	
Based on Responsibilities & Obligations	His ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.	
	Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.	
	Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.	
	Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.	
	His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.	
Based on overall	Quality of decision making on source of raw material/procurement of roughs, export marketing, understanding financial statements and	

understanding of the Company goals and performances	business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.	
	His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.	
Based on Team Performance	His/her contribution to enhance overall brand image of the Company.	

Note: Rating 9 and above - excellent, between 7 to 8 – Very good, between 5 to 6 – Good, between 3 to 4 – Satisfactory and Less than 3 – Unsatisfactory.

Procedure to rate the performance

Based on evaluation criteria, the Nomination and Remuneration Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective. Based on the rating of performance the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

iv) Removal:

In the event of falling under any ground of disqualification or Vacation mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to the approval of shareholders of the Company if required under the Act.

Policy relating to the Remuneration for the Executive Directors, KMP and Senior Management Personnel

i. **General:**

a) The remuneration/compensation/commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Nomination and Remuneration Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage/slabs/conditions laid down in the provisions of the Act.

c) Increments to the existing remuneration/compensation structure may be recommended by the Nomination and Remuneration Committee to the Board which should be within the slabs approved by the Shareholders in the case of Executive Directors/Manager.

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

e) Stock Options:

The Directors, KMP and Senior Management excluding Independent Directors shall be entitled to stock option of the Company.

ii. **Remuneration**

a. To Executive Directors, KMP & Senior Management

- Fixed pay:

  The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

  If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors/Manager in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- Provisions for excess remuneration:

  If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive/Independent Director:

- Sitting Fees:

  The Independent Directors of the Company are entitled to receive remuneration by way of fees for attending meetings of Board or Committee thereof for an amount as may be approved/ revised by the Board of Directors, however, within the prescribed Statutory limit Rs.1,00,000 per meeting of the Board or Committee thereof.

- Commission:

  Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

  Text of entire policy is available on website under web link https://optiemus.com/policies.html.

ANNEXURE - 2
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i	**CIN**	L64200DL1993PLC054086
ii	**Registration Date**	17/06/1993
iii	**Name of the Company**	Optiemus Infracom Limited
iv	**Category/Sub-category of the Company**	Company limited by shares
v	**Address of the Registered office & contact details**	**Address:** K-20,2nd Floor, Lajpat Nagar Part - 2, New Delhi-110024; **Ph. No.:**011-29840906 **Email**: info@optiemus.com
vi	**Whether listed company**	Yes
vii	**Name, Address & contact details of the Registrar & Transfer Agent, if any.**	**Name:** Beetal Financial & Computer Services(P) Ltd. **Address:** Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062, **Ph. No.:** 011-29961281-83 **Email:**beetal@beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company:

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Telecommunication-Mobile Handset & Accessories	4652	89.83%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

a. Holding Company – NIL

S. No.	Name	Address of the Company	CIN/Registration No.	% of Shares held	Applicable Section
1	Optiemus Electronics Limited	K-20, Second Floor, Lajpat Nagar Part-2, New Delhi-110024	U32300DL2016PLC290355	80.09	2(87)
2	FineMS Electronics Private Limited	Plot No. 2A, First Floor, Sector, 126, Noida, Gautam Buddha Nagar, Uttar Pradesh -201301	U32100UP2016PTC084743	60	2(87)
3	Optiemus Infracom (Singapore) Pte. Ltd.	101 Cecil Street, #11-10, Tong Eng Building, Singapore – 069533	201129975E	100	2(87)

S. No.	Name	Address of the Company	CIN/Registration No.	% of Shares held	Applicable Section
4	Troosol Enterprises Private Limited	Plot No. 2A, First Floor, Sector-126, Noida, Uttar Pradesh- 201301	U74120UP2016PTC075631	60	2(87)
5	Teleecare Network India Private Limited	RZ-340A,Gali No. 11D, Kailash Puri Extension, Palam New Delhi - 110045	U64202DL2003PTC119799	46.22	2(6)

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	25562041	-	25562041	29.79	25562041	-	25562041	29.79	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	38738500	-	38738500	45.14	38738500	-	38738500	45.14	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	**64300541**	**-**	**64300541**	**74.93**	**64300541**	**-**	**64300541**	**74.93**	**-**
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A = (A)(1)+(A)(2)	**64300541**	**-**	**64300541**	**74.93**	**64300541**	**-**	**64300541**	**74.93**	**-**
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others: Foreign Portfolio Investors	10049	-	10049	0.01	-	-	-	-	(0.01)
Sub-total (B)(1):-	**10049**	**-**	**10049**	**0.01**	**-**	**-**	**-**	**-**	**(0.01)**
2. Non-Institutions									
a) Bodies Corporate:									
i) Indian	15493158	201100	15694258	18.29	14887205	194400	15081605	17.57	(0.72)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakhs	690548	811344	1501892	1.75	955196	708739	1663935	1.94	0.19
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	3891615	125400	4017015	4.68	4038266	125400	4163666	4.85	0.17
c) Others (specify)									
Clearing Member	37369	-	37369	0.04	26394	-	26394	0.03	(0.01)
HUF	246920	-	246920	0.29	571950	-	571950	0.67	0.38
NRI	6147	-	6147	0.01	6100	-	6100	0.01	-
Sub-total (B)(2):-	**20365757**	**1137844**	**21503601**	**25.07**	**20485111**	**1028539**	**21513650**	**25.07**	**-**
Total Public Shareholding (B)= (B)(1)+ (B)(2)	**20375806**	**1137844**	**21513650**	**25.07**	**20485111**	**1028539**	**21513650**	**25.07**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**84676347**	**1137844**	**85814191**	**100**	**84785652**	**1028539**	**85814191**	**100**	-

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Ashok Gupta	5754894	6.71	0	5754894	6.71	0	0
2	Deepesh Gupta	5365029	6.25	0	5365029	6.25	0	0
3	Mukesh Kumar Gupta	1123200	1.31	0	1123200	1.31	0	0
4	Neetesh Gupta	5214607	6.08	0	5214607	6.08	0	0
5	Rekha Gupta	1123200	1.31	0	1123200	1.31	0	0
6	Renu Gupta	6981111	8.13	0	6981111	8.13	0	0
7	GRA Enterprises Pvt. Ltd.	38738500	45.14	*11.65	38738500	45.14	*11.65	0
	Total Shareholding	**64300541**	**74.93**	***11.65**	**64300541**	**74.93**	***11.65**	**0**

*% is calculated on the basis of total paid-up shares of the Company.

C) Change in Promoters' Shareholding

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	64300541	74.93	64300541	74.93
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change during the year			
	At the end of the year	64300541	74.93	64300541	74.93

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Hayward Technologies Private Limited**					
	At the Beginning of the year		3050000	3.55	3050000	3.55
	Changes during the year					
	29-Mar-2019	Sell	450000	-0.52	2600000	3.03
	At the end of the year		2600000	3.03	2600000	3.03
2	**Harsimrat Investments Private Limited**					
	At the Beginning of the year		2987174	3.48	2987174	3.48
	Changes during the year					
	29-Jun-18	Sell	-50000	-0.06	2937174	3.42
	31-Aug-18	Sell	-12174	-0.01	2925000	3.41
	29-Mar-19	Sell	-10000	-0.01	2915000	3.40
	At the end of the year		2915000	3.40	2915000	3.40
3	**Pataliputra International Limited**					
	At the Beginning of the year		2775469	3.23	2775469	3.23
	Changes during the year					
	20-Apr-18	Sell	-33013	-0.04	2742456	3.20
	27-Apr-18	Sell	-8500	-0.01	2733956	3.19
	04-May-18	Sell	-4000	0.00	2729956	3.18
	11-May-18	Sell	-1000	0.00	2728956	3.18
	18-May-18	Sell	-2620	0.00	2726336	3.18
	25-May-18	Sell	-500	0.00	2725836	3.18
	15-Jun-18	Sell	-5500	-0.01	2720336	3.17
	22-Jun-18	Sell	-7953	-0.01	2712383	3.16
	29-Jun-18	Sell	-175709	-0.20	2536674	2.96
	06-Jul-18	Buy	7180	0.01	2543854	2.96
	03-Aug-18	Sell	-519	0.00	2543335	2.96

S. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	17-Aug-18	Sell	-30000	-0.03	2513335	2.93
	14-Sep-18	Sell	-137	0.00	2513198	2.93
	21-Sep-18	Sell	-20	0.00	2513178	2.93
	14-Dec-18	Sell	-2850	0.00	2510328	2.93
	28-Dec-18	Sell	-3000	0.00	2507328	2.92
	11-Jan-19	Sell	-5000	-0.01	2502328	2.92
	18-Jan-19	Sell	-8100	-0.01	2494228	2.91
	15-Mar-19	Sell	-550000	-0.64	1944228	2.27
	At the end of the year		1944228	2.27	1944228	2.27
4	**Cross Border Imports Private Limited**					
	At the Beginning of the year		2565038	2.99	2565038	2.99
	Changes during the year		NIL			
	At the end of the year		2565038	2.99	2565038	2.99
5	**Dhiru Realestates Private Limited**					
	At the Beginning of the year		2305172	2.69	2305172	2.69
	Changes during the year					
	29-Jun-18	Sell	-160000	-0.19	2145172	2.50
	06-Jul-18	Buy	31987	0.04	2177159	2.54
	20-Jul-18	Sell	-67089	-0.08	2110070	2.46
	17-Aug-18	Sell	-30000	-0.03	2080070	2.42
	24-Aug-18	Sell	-300000	-0.35	1780070	2.07
	31-Aug-18	Buy	25000	0.03	1805070	2.10
	07-Sep-18	Sell	-25000	-0.03	1780070	2.07
	14-Sep-18	Sell	-65	0.00	1780005	2.07
	21-Sep-18	Sell	-50	0.00	1779955	2.07
	29-Sep-18	Sell	-201	0.00	1779754	2.07
	12-Oct-18	Sell	-62	0.00	1779692	2.07
	30-Nov-18	Sell	-5000	-0.01	1774692	2.07
	14-Dec-18	Sell	-2000	0.00	1772692	2.07
	21-Dec-18	Sell	-1523	0.00	1771169	2.06
	25-Jan-19	Sell	-4500	-0.01	1766669	2.06
	15-Mar-19	Sell	-861	0.00	1765808	2.06
	At the end of the year		1,765,808	2.06	1,765,808	2.06
6	**Vijay Kumar**					
	At the Beginning of the year		1,085,647	1.27	1085647	1.27
	Changes during the year					
	13-Apr-18	Sell	-113	0.00	1085534	1.27
	08-Jun-18	Sell	-10	0.00	1085524	1.27

S. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	26-Oct-18	Sell	-27317	-0.03	1058207	1.23
	02-Nov-18	Sell	-7198	-0.01	1051009	1.22
	16-Nov-18	Sell	-567	0.00	1050442	1.22
	30-Nov-18	Sell	-30096	-0.04	1020346	1.19
	07-Dec-18	Sell	-12578	-0.01	1007768	1.17
	21-Dec-18	Sell	-148555	-0.17	859213	1.00
	28-Dec-18	Sell	-50000	-0.06	809213	0.94
	04-Jan-19	Sell	-100000	-0.12	709213	0.83
	11-Jan-19	Sell	-4645	-0.01	704568	0.82
	18-Jan-19	Sell	-20286	-0.02	684282	0.80
	15-Mar-19	Sell	-25000	-0.03	659282	0.77
	At the end of the year		659,282	0.77	659282	0.77
7.	**Arcadia Share and Stock Brokers Pvt. Ltd.**					
	At the Beginning of the year		0	0.00	0	0.00
	Changes during the year					
	04-May-18	Buy	200	0.00	200	0.00
	18-May-18	Buy	29877	0.03	30077	0.04
	25-May-18	Buy	5936	0.01	36013	0.04
	22-Jun-18	Buy	63891	0.07	99904	0.12
	29-Jun-18	Buy	273775	0.32	373679	0.44
	06-Jul-18	Buy	76500	0.09	450179	0.52
	13-Jul-18	Sell	-12000	-0.01	438179	0.51
	03-Aug-18	Sell	-1800	0.00	436379	0.51
	24-Aug-18	Sell	-624	0.00	435755	0.51
	31-Aug-18	Buy	291	0.00	436046	0.51
	07-Sep-18	Buy	100	0.00	436146	0.51
	21-Sep-18	Sell	-26500	-0.03	409646	0.48
	12-Oct-18	Sell	-3962	0.00	405684	0.47
	19-Oct-18	Sell	-8000	-0.01	397684	0.46
	26-Oct-18	Sell	-5218	-0.01	392466	0.46
	02-Nov-18	Sell	-4500	-0.01	387966	0.45
	11-Jan-19	Sell	-100	0.00	387866	0.45
	18-Jan-19	Buy	500	0.00	388366	0.45
	15-Feb-19	Sell	-388	0.00	387978	0.45
	22-Feb-19	Sell	-112	0.00	387866	0.45
	08-Mar-19	Buy	310	0.00	388176	0.45
	15-Mar-19	Buy	500000	0.58	888176	1.04
	22-Mar-19	Buy	75000	0.09	963176	1.12
	29-Mar-19	Buy	1900	0.00	965076	1.12
	At the end of the year		965076	1.12	965076	1.12

S. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	***Sunita Singh***					
	At the Beginning of the year		850,000	0.99	850000	0.99
	Changes during the year		NIL			
	At the end of the year		850,000	0.99	850000	0.99
9	**Globe Capital Market Ltd**					
	At the Beginning of the year		7,809	0.01	7809	0.01
	Changes during the year					
	27-Apr-18	Buy	305	0.00	8114	0.01
	04-May-18	Sell	-300	0.00	7814	0.01
	11-May-18	Sell	-5	0.00	7809	0.01
	25-May-18	Buy	200	0.00	8009	0.01
	01-Jun-18	Buy	19000	0.02	27009	0.03
	22-Jun-18	Sell	-19000	-0.02	8009	0.01
	10-Aug-18	Sell	-1622	0.00	6387	0.01
	29-Sep-18	Sell	-6187	-0.01	200	0.00
	02-Nov-18	Buy	500	0.00	700	0.00
	07-Dec-18	Buy	155	0.00	855	0.00
	21-Dec-18	Buy	100	0.00	955	0.00
	28-Dec-18	Sell	-300	0.00	655	0.00
	04-Jan-19	Buy	3650	0.00	4305	0.01
	18-Jan-19	Buy	30350	0.04	34655	0.04
	15-Mar-19	Sell	-15739	-0.02	18916	0.02
	22-Mar-19	Sell	-10164	-0.01	8752	0.01
	29-Mar-19	Buy	450000	0.52	458752	0.53
	At the end of the year		458,752	0.53	458752	0.53
10	**Karvy Stock Broking Limited**					
	At the Beginning of the year		776,490	0.90	776490	0.90
	Changes during the year					
	06-Apr-18	Sell	-6916	-0.01	769574	0.8968
	13-Apr-18	Buy	1	0.00	769575	0.8968
	20-Apr-18	Sell	-13007	-0.02	756568	0.8816
	27-Apr-18	Sell	-10672	-0.01	745896	0.8692
	04-May-18	Sell	-5541	-0.01	740355	0.8627
	11-May-18	Sell	-1580	0.00	738775	0.8609
	18-May-18	Sell	-67104	-0.08	671671	0.7827
	25-May-18	Sell	-12027	-0.01	659644	0.7687
	01-Jun-18	Sell	-14000	-0.02	645644	0.7524
	08-Jun-18	Sell	-2859	0.00	642785	0.749
	15-Jun-18	Sell	-8941	-0.01	633844	0.7386
	22-Jun-18	Sell	-5713	-0.01	628131	0.732

S. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	29-Jun-18	Sell	-2827	0.00	625304	0.7287
	06-Jul-18	Sell	-6500	-0.01	618804	0.7211
	13-Jul-18	Sell	-13020	-0.02	605784	0.7059
	20-Jul-18	Buy	64123	0.07	669907	0.7806
	27-Jul-18	Sell	-9163	-0.01	660744	0.77
	03-Aug-18	Sell	-6721	-0.01	654023	0.7621
	10-Aug-18	Sell	-1299	0.00	652724	0.7606
	17-Aug-18	Buy	60000	0.07	712724	0.8305
	24-Aug-18	Buy	20	0.00	712744	0.8306
	31-Aug-18	Buy	22030	0.03	734774	0.8562
	07-Sep-18	Sell	-50776	-0.06	683998	0.7971
	14-Sep-18	Buy	80	0.00	684078	0.7972
	21-Sep-18	Sell	-44837	-0.05	639241	0.7449
	29-Sep-18	Buy	20388	0.02	659629	0.7687
	05-Oct-18	Buy	1991	0.00	661620	0.771
	12-Oct-18	Sell	-28385	-0.03	633235	0.7379
	26-Oct-18	Buy	12192	0.01	645427	0.7521
	02-Nov-18	Sell	-26251	-0.03	619176	0.7215
	09-Nov-18	Sell	-60	0.00	619116	0.7215
	16-Nov-18	Sell	-217	0.00	618899	0.7212
	23-Nov-18	Sell	-10032	-0.01	608867	0.7095
	30-Nov-18	Buy	10246	0.01	619113	0.7215
	07-Dec-18	Sell	-29494	-0.03	589619	0.6871
	14-Dec-18	Sell	-6379	-0.01	583240	0.6797
	21-Dec-18	Buy	55398	0.06	638638	0.7442
	28-Dec-18	Sell	-70568	-0.08	568070	0.662
	31-Dec-18	Sell	-356	0.00	567714	0.6616
	04-Jan-19	Buy	49225	0.06	616939	0.7189
	11-Jan-19	Sell	-56309	-0.07	560630	0.6533
	18-Jan-19	Sell	-18287	-0.02	542343	0.632
	25-Jan-19	Sell	-10365	-0.01	531978	0.6199
	15-Feb-19	Sell	-7768	-0.01	524210	0.6109
	22-Feb-19	Sell	-792	0.00	523418	0.6099
	01-Mar-19	Sell	-180	0.00	523238	0.6097
	08-Mar-19	Sell	-29537	-0.03	493701	0.5753
	15-Mar-19	Buy	12158	0.01	505859	0.5895
	22-Mar-19	Sell	-35040	-0.04	470819	0.5486
	29-Mar-19	Sell	-26263	-0.03	444556	0.518
	At the end of the year		444,556	0.52	444556	0.52

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Ashok Gupta – Executive Chairman**				
	At the beginning of the year	5754894	6.71	5754894	6.71
	Changes during the year		NIL		
	At the end of the year	5754894	6.71	5754894	6.71
2	**Hardip Singh – Whole Time Director**				
	At the beginning of the year	-	-	-	-
	Changes during the year		NIL		
	At the end of the year	-	-	-	-
3	**Renu Gupta – Director**				
	At the beginning of the year	6981111	8.14	6981111	8.14
	Changes during the year		NIL		
	At the end of the year	6981111	8.14	6981111	8.14
4	**Neetesh Gupta* – Director**				
	At the beginning of the year	5214607	6.08	5214607	6.08
	Changes during the year		NIL		
	At the end of the year	5214607	6.08	5214607	6.08
5	**Tejendra Pal Sigh Josen – Director**				
	At the beginning of the year	-	-	-	-
	Changes during the year		NIL		
	At the end of the year	-	-	-	-
6	**Gautam Kanjilal – Director**				
	At the beginning of the year	2850	0.00	2850	0.00
	Changes during the year		NIL		
	At the end of the year	2850	0.00	2850	0.00
7	**Charan Singh Gupta – Director**				
	At the beginning of the year	-	-	-	-
	Changes during the year		NIL		
	At the end of the year	-	-	-	-
8	**Naresh Kumar Jain – Director**				
	At the beginning of the year	-	-	-	-
	Changes during the year		NIL		
	At the end of the year	-	-	-	-
9	**Vikas Chandra – Company Secretary**				
	At the beginning of the year	40	0.00	40	0.00
	Changes during the year		NIL		
	At the end of the year	40	0.00	40	0.00
10	**Anoop Singhal# – Chief Financial Officer**				
	At the beginning of the year	-	-	-	-
	Changes during the year		NIL		
	At the end of the year	-	-	-	-

** Mr. Neetesh Gupta was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 12.10.2018.*
 # Mr. Anoop Singhal served the company till 16.02.2019.

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(INR in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	24234	460	-	24694
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	24234	460	-	24694
Change in Indebtedness during the financial year				
* Addition	130	-	-	130
* Reduction	(943)	-	-	(943)
Net Change	(813)	-	-	(813)
Indebtedness at the end of the financial year				
i) Principal Amount	23421	460	-	23881
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	23421	460	-	23881

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **(INR in lacs)**

S. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount
		Mr. Ashok Gupta	Mr. Hardip Singh	
		Executive Chairman	Whole Time Director	
1	Gross salary:			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90	38.04	128.04
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	3.85	3.85
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total (A)	**90**	**41.89**	**131.89**
	Ceiling as per the Act	INR 11.14 lacs (being 10% of the net profit of the Company Calculated as per Section 198 of Companies Act, 2013)		

B. Remuneration to other Directors **(INR in lacs)**

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Gautam Kanjilal	Mr. Tejendra Pal Singh Josen	Mr. Charan Singh Gupta	Mr. Naresh Kumar Jain	Mrs. Renu Gupta	Mr. Neetesh Gupta	
1	Independent Directors					NA	NA	
	Sitting Fee for attending board & committee meetings	5.94	6.44	5.64	5.54	-	-	23.56
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)*	**5.94**	**6.44**	**5.64**	**5.54**	**-**	**-**	**23.56**
2	Other Non-Executive Directors							
	Fee for attending board & committee meetings	NA	NA	NA	NA	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total (B)=(1+2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Managerial Remuneration	**-**	**-**	**-**	**-**	**-**	**-**	**155.45#**
	Overall Ceiling as per the Act	a) 1% of Net Profits of the Company for all Non-executive Directors b) 11% of Net Profits of the Company for all the executive and Non-executive Directors						

* During the year, only sitting fees was paid to Non-Executive Directors for attending meetings, therefore 1% limit doesn't apply for payment made to Non–Executive Directors. Further, sitting fees paid to Independent Directors is not more than INR 1,00,000 per meeting as per Section 196 & Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Total Managerial remuneration is the sum of remuneration paid to WTD and sitting fees paid to other (Non-Executive & Independent) Directors.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD **(INR in lacs)**

S. No.	Particulars of Remuneration	Name of KMP		Total Amount
		Company Secretary	Chief Financial Officer	
		Mr. Vikas Chandra	Mr. Anoop Singhal*	
1	Gross salary:			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22.44	51.30	73.74
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total (A)	**22.44**	**51.30**	**73.74**

**Mr. Anoop Singhal has resigned from the position of Chief Financial Officer and Key Managerial Personnel of the Company with effect from 16th February, 2019.*

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, there was no Penalty/Punishment/compounding of offences under the Companies Act, 2013.

Annexure - 3
ANNUAL REPORT FOR CSR ACTIVITIES

1. **Brief outline of Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.**

   The Corporate Social Responsibility (CSR) activities of Optiemus are guided by the vision and philosophy of its Executive Chairman, Shri Ashok Gupta, who embodied the concept of Social Responsibility in business and laid the foundation for ethical, value-based and transparent functioning. Optiemus, thus, endeavors to take an unprecedented step of using business to serve society. Company strongly believes that 'common good was more important than individual gain'. Though the Company is remarkable player of the Telecom Industry, with high ranking in terms of various parameters, but Optiemus believes that the true and full measure of growth, success and progress lies beyond Balance Sheets or Profit planning. Through its social & moral investments, Optiemus acknowledges the needs of communities for sustainable initiatives on addressing critical social, environmental and economic needs of the under privileged communities of our nation.

   In accordance with the requirements of the Companies Act, 2013 ("the Act"), the Company's CSR programmes shall mainly focus on the following areas:

   - **Promoting Education:** Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
   - **Social & Economic Welfare:** Contribution to the Prime Minister's relief fund or any other fund set up by the Central Government for socio-development and relief and welfare of the backward classes of the society & women and
   - **Health and Sanitation:** Promoting health care and sanitation within the state.

   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 of Directors.

   <u>CSR Policy:</u>

   A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board taken on 30th May 2014. The Policy, *inter alia*, covers the following:

   - Purpose
   - Objective
   - Policy Statement
   - Powers & Responsibility of Committee
   - Budget of CSR activities.
   - Execution & Implementation of projects/programmes through CSR Committee.

   CSR Policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years.

The CSR Policy is placed on website of the Company under the web link *https://www.optiemus.com/investors.html.*

2. **Composition of the CSR Committee**

The Board constituted the CSR Committee consisting of the following Directors, namely-

Name	Designation	Position
Mr. Naresh Kumar Jain	Independent Director	Chairman
Mr. Gautam Kanjilal	Independent Director	Member
Mr. Hardip Singh	Executive Director	Member

3. **Average net profit of the Company for last three financial years:** INR 2604 Lacs.

4. **Prescribed CSR expenditure (2% of the amount as in item No. 3 above)**: INR 52 Lacs.

5. **Details of CSR spent during the financial year:**

a) Total Amount to be spent for the FY 2018-19 : INR 52 Lacs

b) Amount Unspent : INR 52 Lacs

c) Manner in which the amount spent during the financial year : Not applicable as no amount was spent

6. **Reason for not spending the 2% of the average net profit (INR) of the last three financial years on CSR activities:**

During the last couple of years, the Indian Telecom Industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level of INR 40107 Lacs and the Profit before tax fell to INR 187 Lacs registering an unexpected decline of 94.88% over the previous year. Considering the shortage of cash flow and unstable financial position of the Company, no amount was spent towards CSR activities during the year. Once the financial position of the Company will get stable, the Committee/ Board ensure to spend requisite amount towards CSR activities.

7. **Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee:**

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Ashok Gupta	**Naresh Kumar Jain**
Executive Chairman	Chairman-CSR Committee
DIN: 00277434	DIN: 01281538

Annexure-4

Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Mr. Ashok Gupta, Chairman & Executive Director: 1:19 Mr. Hardip Singh, Whole Time Director: 1:8
Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Director & Company Secretary in the financial year	Percentage increase in remuneration of following Key Managerial Personnel during 2018-19: Mr. Ashok Gupta (Chairman & Executive Director) : Nil Mr. Hardip Singh (Whole Time Director) : Nil Mr. Anoop Singhal (Chief Financial Officer) : Nil Mr. Vikas Chandra (Company Secretary) : Nil
Percentage increase in Median remuneration of employees in a financial year	Median Remuneration of Employees of the Company increased by 29% during the financial year 2018-19.
Number of permanent employees on rolls of the Company	The Company had 119 permanent employees on the rolls of the Company as on 31st March, 2019
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	Average percentile increase in remuneration of Non-Managerial Personnel and said Managerial Personnel of the Company during the financial year: Nil.
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.	

Details of Employee(s) drawing more than Rupees Eight Lacs & Fifty Thousand only per month and other top ten employees in terms of remuneration drawn:

Name of Employee	Ashok Gupta	Palakkal Krishna Kumar	Anoop Singhal	Koh Kwang Ok	Hardip Singh	Sanjay Mirakhur	Rohit Kapoor	Vaneet Singh	Vikas Chandra	Sanjeev Gupta
Designation	Executive Chairman and Whole-time Director	Head-Retail Business	Chief Finance Officer	Senior Consultant-Production	Whole-time Director	Associate Vice President-Sales	General Manager-Sales	Asst. Vice President-IT	Company Secretary	Sr. Manager - Finance
Remuneration (CTC in Rs. Per annum)	9000000	6000000	5400000	4019328	4189128	3487200	3418014	2550002	2120316	1834584
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	Bachelor in Commerce	Diploma in Computer application	B.Com. (H), Post Qualification course in ISA, ICWA, CA	B.S in Computer Science	Bachelors in Arts(Economic Honors)	B.Com, PG Diploma in System Management, PG Diploma in Marketing & Sales Management	B.Com	B.sc Engineering, PGDITM-IT	B.Com, Member of ICSI, PG in Financial Management	B.Com
Experience	39 Years	26 Years	32 years	31 Years	25 Years	28 Years	20 Years	21 years	17 Years	26 Years
Date of joining	05-01-2009	10-12-2018	23-11-2016	01-04-2014	15-06-2003	01-08-05	18-07-2013	26-09-2017	01-10-2008	15-09-2003
Age	60	48	52	58	55	54	41	43	39	50
Last employment	NA	The Mobile Store	Hero Cycles Ltd	Elentec India Pvt Ltd	Telekonnectors Limited	Innova Telecom Pvt. Ltd. (ITPL)	The Mobile Store	Auxtaa Technologies LLP	Training with SKP & Co, Company Secretaries	HV Equipments
Percentage of equity shares	6.71%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relation to Board of Directors	Relative of Renu Gupta and Neetesh Gupta, Non-Executive Directors	None	None	None	None	None	None	None	None	None

Annexure 5
AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To the Members
Optiemus Infracom Limited

We have examined the compliance of conditions of Corporate Governance by **Optiemus Infracom Limited** for the year ended 31st March 2019, as stipulated in:

- Regulations 17 to 27 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

In our opinion and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Mukesh Raj & Co**
Chartered Accountants
Firm Regn. No. 016693N

Mukesh Goel
Partner
Membership Number: 094837

Date: 13th August, 2019
Place: Noida (U.P.)

Annexure - 6
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Optiemus Infracom Limited
L64200DL1993PLC054086
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Optiemus Infracom Limited** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Optiemus Infracom Limited** ("the Company") for the financial year ended on 31st March, 2019, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

iii) The Depositories Act, 1996/SEBI (Depositories and Participants) Regulations, 2018 and Regulations and Bye-laws framed thereunder;

iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing to the extent applicable;

v) The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:

  a) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

  b) SEBI (Prohibition of Insider Trading) Regulations, 2015;

  c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  d) SEBI (Employee Stock Option Scheme and Employee Stock Buy Scheme) Guidelines, 1999;/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

[Not Applicable for the FY 2018-19];

e) SEBI (Issue and listing of Debt securities) Regulations, 2008 **[Not Applicable for the FY 2018-19]**;

f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 [**Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Financial Year 2018-2019**

g) The SEBI (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable for the FY 2018-19]**; and

h) The SEBI (Buyback of Securities) Regulations, 1998 **[Not Applicable for the FY 2018-19]**

i) We have also examined compliance with the applicable clauses of the followings:

   a) Secretarial Standards issued by The Institute of Company Secretaries of India.

   b) The Listing Agreements entered into by the Company with the Stock Exchanges in India in pursuance to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the followings:

a) Managerial Remuneration has been paid in excess of the limits prescribed in Section 197 of the Companies Act, 2013 read with Schedule V of the Act although the Company is in process of obtaining approval from the shareholders at the ensuing Annual General Meeting for waiver of excess managerial remuneration paid during the FY 2018-19.

b) The Company has not expended any amount towards CSR activities as per the provisions of Section 135 of the Act. However in accordance with Section 134(3)(o) of the Act the Company has disclosed all the relevant information about its CSR Policy and its implementation including the reasons of non-spending.

c) Annual Financial Results of the Company for the quarter ended 31st March, 2019 was filed after the due date i.e. 30.05.2019 as the Board Meeting was adjourned due to lack of quorum. However, necessary disclosures/intimations in this regard were given by the Company to Stock Exchange and shareholders.

We have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under applicable Act, Rules, laws and Regulations to the Company. The list of major head or groups of Acts, Rules, Laws and Regulations as applicable to the Company is mentioned below:

1. Employee State Insurance Act, 1948
2. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
3. The Payment of Bonus Act, 1965
4. The Payment of Gratuity Act, 1972
5. The Maternity Benefit Act, 1961
6. The Employees Compensation Act, 1923

7. The Apprentices Act, 1961
8. Equal Remuneration Act, 1976
9. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
10. Environment Protection Act, 1986 and other Environmental Laws
11. Factories Act, 1948
12. Indian Contract Act, 1872
13. Industrial Dispute Act, 1947
14. Minimum Wages Act, 1948
15. Payment of Wages Act, 1936
16. Contract Labour (Regulation & Abolition) Act, 1970
17. Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013
18. Industrial Employment (Standing Orders) Act, 1946 and other applicable labour laws

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that –

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to notices received from various statutory/ regulatory Authorities including initiating actions for corrective measures and compounding wherever found necessary.

We further report that during the audit period, there were no instances of:

(i) Public/Right/Preferential issue of shares/sweat equity etc.

(ii) Buy-back of securities

(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

(iv) Merger / Amalgamation / Reconstruction etc.

For M/s S.K. Batra & Associates
Company Secretaries

Sumit Kumar
[Proprietor]
FCS no. 7714
C.P no. 8072

Date : 05th August, 2019
Place : New Delhi

This Report is to be read with the letter of even date which is annexed as Annexure-1 and forms an integral part of this Report.

Annexure-1

This letter is to be read with our Report of even date, MR-3 and forms an integral part of this Report.

To
The Members
Optiemus Infracom Limited
K-20, 2nd Floor Lajpat Nagar-II
New Delhi-110024

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in a Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s S.K. Batra & Associates
Company Secretaries

Sumit Kumar
[Proprietor]
FCS no. 7714
C.P no. 8072

Date : 05th August, 2019
Place : New Delhi

Annexure - 7
Form No. AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(INR in lacs)

S. No.	Particulars	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019
1	Name of Subsidiary Companies	Optiemus Electronics Limited	Troosol Enterprises Private Limited	FineMS Electronics Private Limited	Optiemus Infracom (Singapore) Pte. Ltd.
2	Date since when subsidiary was acquired	29.01.2016	13.11.2018	09.07.2016	05.10.2011
3	Reporting period of the subsidiary concerned, if different from the holding Company's reporting period	N.A	N.A	N.A	N.A
4	Reporting Currency	INR	INR	INR	USD
5	Exchange Rate (in INR)	-	-	-	69.17
6	Share Capital	1,386	1	100	23
7	Reserves & Surplus	(1,171)	(21)	(235)	(22)
8	Total Assets	22,738	125	31	1
9	Total Liabilities	22,523	144	166	-
10	Investment	-	-	-	-
11	Turnover	61,897	-	-	2
12	Profit before Taxation	10	(6)	(4)	(2)
13	Provision for Taxation	-	-	-	-
14	Profit after Taxation	(115)	4	(4)	(2)
15	Proposed Dividend	-	-	-	-
16	% of Shareholding	80.09	60	60	100

- *There is no subsidiary which is yet to commence operations.*
- *Teleecare Network India Private Limited has been ceased to be subsidiary company and become an associate company of Optiemus Infracom Limited w.e.f. 22.03.2019.*
- *GDN Enterprise Private Limited, International Value Retail Private Limited, MPS Telecom Retail Private Limited and Teleecare Network (BD) Private Limited has been ceased to be step down subsidiaries of the Company during the year.*

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(INR in Lacs expect No. of Equity Shares)

Name of Associate/Joint Venture	Teleecare Network India Private Limited
1. Latest audited Balance Sheet Date	31.03.2019
2. Shares of Associate/Joint Ventures held by the company on the year end	
i. Number of Equity Shares	15934200
ii. Amount of Investment in Associates/Joint Venture	5145
iii. Extend of Holding%	46.22%
3. Description of how there is significant influence	Through Shareholding
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	6717
6. Profit/Loss for the year	
i. Considered in Consolidation	(86)*
ii. Not Considered in Consolidation	(102)*

** Profit / Loss of the associate has been considered from the date when it became associate company i.e. on 22.03.2019.*

1. Names of associates or joint ventures which are yet to commence operations: Optiaux Technologies Private Limited
2. Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434
Address: C-5/15, Vasant Kunj,
New Delhi- 110070

Hardip Singh
Whole-time Director
DIN: 01071395
Address: E-152, Sarita Vihar,
New Delhi- 110076

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D
Address: H. No. 101/145,
Gyan Khand First, Indirapuram,
Ghaziabad, Uttar Pradesh-201014

Vikas Chandra
Company Secretary
PAN: AFGPC4820F
Address: UGF-2, Plot No. 129,
Sector 4, Vaishali, Ghaziabad,
Uttar Pradesh-201010

Annexure - 8
Form No. AOC-2

Pursuant to clause (h) of sub-section (3)of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Details of contracts or arrangements or transactions not at arm's length basis: None
Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Optiemus Electronics Limited Director of the Company is Director in other Company	Teleecare Network India Private Limited Director of the Company is Director in other Company	GDN Enterprises Private Limited Director of the Company is Director in other Company	International Value Retail Private Limited Director of the Company is Director in other Company	MPS Telecom Retail Private Limited Director of the Company is Director in other Company
Nature of contracts/ arrangements/ transactions	Sale/Purchase	Sale/Purchase/Rental Income	Sale/Purchase	Sale/Purchase/Rental Income	Sale/Purchase
Duration of the contracts / arrangements/ transactions	Not Defined	Not Defined	Not Defined	Not Defined	Not Defined
Salient terms of the contracts or arrangements or transactions including the value, if any	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price
Date(s) of approval by the Board, if any	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.
Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil

On behalf of the Board of Directors
For **Optiemus Infracom Limited**

Date : 30th August, 2019
Place : Noida (U.P.)

Ashok Gupta
Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

In order to understand the performance of your Company during Financial Year 2018-19 better, it is important to compare it with respect to the developments in Global and Domestic economic conditions.

INDIAN ECONOMY

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnership. India's GDP growth is expected to accelerate moderately to 7.5% in Fiscal Year 2019-20, driven by continued investment strengthening, particularly private-improved export performance and resilient consumption.

Foreign companies are investing in India to take advantage of relatively lower wages, special investment privileges such as tax exemptions, etc. The Indian government's favourable policy regime and robust business environment have ensured that foreign capital keeps flowing into the country.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040. India has retained its position as the third largest start-up base in the world with over 4,750 technology start-ups.The Government's focus on supporting the farmers, economically less-privileged workers in the un-organized sector and salaried employees, while continuing the push towards better physical and social infrastructure, would pave the way for higher sustainable growth and development in India.

- **Business Segment-Telecommunication Products**

  India is currently the world's second-largest telecommunications market with a subscriber base of 1.20 billion and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG).

  The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country. Telecom equipment market is expected to reach US$ 30 billion by 2020.

  The Indian smartphone industry looks fertile with new brands entering the market and making space with the existing ones. With budget phones a big hit with the educated middle class, more and more brands are jostling for space in the segment. At the same time, more expensive models are also gaining popularity. Market researchers predict that it isn't too difficult for India to become the leading handset market in the years to come. The government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies.

- **Business Segment-Infrastructure**

  Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development.

  India is witnessing significant interest from international investors in infrastructure space. Government of India is taking every possible initiative to boost this sector.

OPPORTUNITIES

- **Telecom Products**

  The strong and rapid growth of the smartphone market has been made possible by several liberal policies of the Indian government, along with huge consumer demand. The telecom industry today is among the top five employment opportunity generators in India, creating over four million direct and indirect jobs over the next few years, according to data released by Randstad India. Increase in smartphone sales and internet usage along with the government's efforts to increase the penetration of technology in rural regions have made this possible.

With more than another half a billion to be added by 2020, the sheer scale of the market is attracting domestic and foreign players like and in the recent past the industry has witnessed huge inclination of mobile handsets manufacturers to manufacture phones in India. Low cost production due to cheap resource, proximity to markets and the huge market potential are the drivers to this inclination.

Total wireless subscribers increased from 1,161.86 million at the end of May-2019 to 1,165.46 million at the end of June-2019, thereby registering a monthly growth rate of 0.31%.

- **Infrastructure**

  Infrastructure sector is a key driver for the Indian economy because infrastructure is directly proportional to the development and growth of the country. The Government of India is expected to invest highly in the infrastructure sector, mainly highways, renewable energy and urban transport. Some of the steps taken are:

  - The Government of India has given a massive push to the infrastructure sector by allocating INR 4.56 lacs crore (US$ 63.20 billion) for the sector.
  - Number of airports has increased to 102 in 2018.
  - The Indian Railways received allocation under Union Budget 2019-20 at INR 66.77 billion (US$ 9.25 billion)

  India and Japan have joined hands for infrastructure development in India's north-eastern states and are also setting up an India-Japan Coordination Forum for Development of North East to undertake strategic infrastructure projects in the northeast.

THREATS

- **Telecom Products**

  The mobile phone industry has become increasingly larger from last few years as a result of more affordable cellular phones as well as lower service costs. Companies are competing in an advance technology and communication sector in which success attracts customers to buy their products and services. The market is very competitive because they offer the same products and services, but has different physical attributes to the phones and different costs, which buyers have choices to choose from. Companies want to provide the best products and services to attract buyers by lowering cost and improving products, which makes the mobile phone industry very competitive. Following are the main factors of competitive rivalry:

  - Mobile Phone Cost: Customers wants better services and products at a lower cost.
  - Bundle functions into just one Mobile Phone: For example E-mail, text messaging, internet etc.
  - New technology improvement: For example camera phones.

  The other challenges that influence the business performance are:

  i. **Excessive competition**

  A look back at the last few years shows home-grown smartphone brands losing their dominance to a gradual Chinese on-slaught. Evidently, the competition in the industry is expected to intensify further with the entry of new players, both domestic as well as foreign players. About 56% market share is taken by Chinese vendors Xiaomi, Oppo and Vivo, Realme which are expanding presence both online as well as offline.

  ii. **Technology and Innovations**

  Technology and innovation are advanced every year making the industry even more competitive. Mobile phone companies that design and make evolutionary upgrades are emerging into the market to be more competitive. A company cannot manufacture or sell the same product for decades, they need to bring constant changes for the newness of their product and also make it better and cheaper.

  iii. **E-Commerce**

  With the accelerating growth of e-commerce in India, the business of distribution business is facing a lot of turbulence, which is a big challenge for the industry to be combated.

  iv. **Market Risks**

  We are subject to market risks from changes in interest and foreign currency exchange rates. In managing exposure to these fluctuations, we may engage in various hedging transactions that have been authorized according to documented internal policies and procedures.

- **Infrastructure (Construction and Renting)**

  Infrastructure projects are associated with various types of risks:

  i. **Land Acquisition**

  Land acquisition has been the single largest roadblock for the development of infrastructure, several projects have been stalled or delayed due to land acquisition issues.

  ii. **Delay in Regulatory and Environmental Clearances**

  There are various categories of approvals required across the project cycle at every stage from multiple layers of government at central, state, local level. In most cases**,** there is a lack of coordination between the different agencies which seriously affects the execution of projects.

SEGMENT WISE PERFORMANCE

- **Telecom Products**

  As far as the mobile category is concerned, the mobile market has managed to stay away from the slowdown that the rest of the market has been experiencing which is primarily because of the technology innovation.

  The organized retail of Mobile Handsets is growing rapidly in line with the increase in market share of smart phones as customers prefer to buy smart phones from organized retail stores which offer better buying experience and understanding the functions of a smart phone. Also, the Company is moving forward with its prime focus on widening its distribution services by bringing different world class organisation under its distribution network & also trade in mobile accessories as well. Company's revenue in Telecom Products contributed INR 36,029 lacs towards the total revenue of the Company.

  Optiemus has recently joined hands with Canada based Mobile brand "Blackberry". Having signed an Exclusive licensing agreement with Blackberry, Optiemus has qualified itself to design, sell, promote and provide customer support service for blackberry mobile devices in India, Sri Lanka, Nepal & Bangladesh. Blackberry Limited will provide its unparalleled software and security solution, which will give Optiemus a new platform to keep the innovation alive in the world's fastest growing smartphone market and create an affluence for its shareholders.

  During 2018-19, Optiemus launched Android Mobile Phone BlackBerry® Evolve', 'BlackBerry® Evolve^{X}' and Kult Inspire. Also, the Company entered into business venture with Troosol Enterprises Private Limited, a company engaged into the business of e-trade through its bid based software under the brand name "MagicSpree", to acquire its IP rights and to do online business of sale/purchase of mobile phones and other tele communications by using their e-platform.

- **Infrastructure (Construction and Renting)**

  The Company's performance has been consistent in this segment, where its total revenue for the F.Y. 2018-19 was INR 3,583 Lacs.Thus, we can see this segment growing keeping in pace with the Indian Government's move to develop the Infrastructure and involving the private participation for the same.

BUSINESS OUTLOOK

The Indian mobile industry is the fastest growing in the world and India continues to add more mobile connections every month than any other country in the world. The telecom boom in the country provides great opportunity to handset manufacturers and the hottest segment for these manufacturers is the entry level segment. Mobile has become increasingly pervasive and indispensable, with consumers the world over enthusiastically embracing its potential. For mobile we have 800 million-plus users, unlike many other markets, mobile is becoming the dominant device for voice, for value-added services, and increasingly for mobile Internet also.

By 2022, the smartphone data consumption will increase by five time in India - which proves the dominance of smartphones as the communications hub for social media, video consumption, communications, and business applications, as well as traditional voice.India is already a base for worldwide quality manufacturing of mobile phones.The sale of mobile handset has increased enormously, the inflow of FDI provided in roads for many companies which started their production in India.

RISK AND CONCERNS

Broadly risk categories involved can be discussed as follows:

1. **Technology Risks**

   Comment: The modern business world marches to the beat of technology's drum and has done so for many years. As the internet and e-mail matured in the 1990's, companies began to adapt and take up the technology.

Given the importance of technology and its impact on corporates, it is vital that organisations place technology risk management at the top of corporate agenda.

Mitigation: The Company has in place sound and robust technology risk management framework. The board of Directors and senior management is directly responsible to ensure effective internal controls and risk management systems to achieve security and reliability. Standardised IT Policies, standards and procedures are in place to manage technology risk and safeguard information systems.

2. **Political Instability and Government Relations**

Comment: The Company operates in India. Sometimes Industrial situations are affected by political instability, civil unrest and other social tensions resulting in regime uncertainties; hence, the risk of not enjoying Government support. Such conditions tend to affect the overall business climate, especially the telecom sector, which requires stable socio-economic conditions and policy stability.

Mitigation: As a responsible corporate citizen, the Company engages proactively with key stakeholders in the societies in which it operates, and continuously assesses the impact of the changing political scenario. The Company works hand in- hand with other telecom operators in jointly representing the case for policy stability. It does its best to contribute to the socio-economic growth of the countries in which it operates through high quality services to its customers, improved connectivity, providing direct and indirect employment, and contributions to the exchequer.

3. **Economic Uncertainties**

Comment: The Company's strategy is to focus on the growth opportunities in the emerging and developing markets related to distribution and online retailing. These markets are characterised by low to medium mobile penetration, low internet penetration and relatively lower per capita incomes, thus offering more growth potential. Since the Company has borrowing, and many loans are carrying floating interest terms, it is exposed to market risks, which impact its earnings, cash flow and balance sheet.

Mitigation: As a big player in telecom sector, the Company has diversified its risks and opportunities across markets including online trading. Through a variety of services it has also spread its portfolio. The Company follows a prudent risk management policy, including hedging mechanisms to protect its cash flow. A prudent cash management policy ensures that surplus cash is up-streamed regularly to minimise the risks of blockages at times of capital controls. Finally, the Company adopts a pricing strategy that is based on twin principles of profitability and affordability, which ensures that it protects margins at times of inflation, and market shares at times of market contraction.

4. **Weaknesses in Infrastructure**

Comment: Several regions, particularly rural and the hinterland, are handicapped by poor quality infrastructure, such as lack of proper roads, transport, power supply, housing, labour availability, banking and security, among others. These could result in gaps, such as energy unavailability, fuel shortages, fuel theft, asset misappropriation and cash theft, among others, thereby impacting quality of its services.

Mitigation: The Company's philosophy is to share infrastructure with other operators, and enter into SLA-based outsourcing arrangements.

5. **Adverse Regulatory or Taxation Developments Including Risks Related to Tax Positions**

Comment: Despite huge improvements, the regulatory environment in India continues to be challenging. Regulatory developments will have significant implications on the future of telephony as well as India's global competitiveness. Any adverse regulatory changes, changes intaxation and policies may affect the profitability outlook of the Company. India's telecom sector is also a highly taxed sector with high revenue share-based license fees and spectrum charges, service taxes and corporate tax.

Mitigation: The Company has always stood for a fair, transparent and non-discriminatory Government policy on telecom regulation with regard to its business activities involving distribution and online trading. It has represented to the Government that sustainable regulatory regimes will lead to healthy growth of the telecom sector, leading to higher investments and modernisation, which in turn unleashes a growth cycle once again for all the players involved in the telecom sector.

Risk Management Framework

Company has a defined self-governed risk policy and risk management frame work for all units, functional departments and project sites. This helps in identifying, assessing and mitigating the risk that could impact the

Company's performance and achievement of its business objectives. The risks are reviewed on-going basis by various process owners across the organization. The risk assessment is carried out by the Management Audit and Risk Assessment Department and a risk note is prepared and presented to the Audit Committee and a risk assessment procedure is presented to the Board of Directors annually.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Optiemus has well established risk management policies and procedures to identify and assess risks across its business units and operations. The Board reviews the adequacy and effectiveness of the internal control from time to time. The Board, in consultation with the Internal Auditors and Audit Committee monitors and controls the major financial risk exposures. The Company's philosophy towards internal controls is based on the principle of healthy growth with a proactive approach to risk management.

The Audit Committee reviews the effectiveness of the internal control system, and also invites functional Directors and senior management personnel to provide updates on operating effectiveness and controls, from time to time. A CEO and CFO Certificate, forming part of the Corporate Governance Report, confirm the existence and effectiveness of internal controls and reiterate their responsibilities to report deficiencies to the Audit Committee and rectify the same. The Company's code of conduct requires compliance with law and Company policy, and also covers matters, such as financial integrity, avoiding conflicts of interest, work place behaviour, dealings with external parties and responsibilities to the community.

The Company, on a regular basis, stores and maintains all the relevant data and information as a back up to avoid any possible risk of losing important business data. A qualified and Independent Audit Committee of the Board comprising of all Independent Directors of the Company reviews the internal audit reports, adequacy of internal controls and risk management framework.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI). Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner of the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

The Company's financial performance is given as below:

i. **Revenues and operating expenses**

In FY 2019, the Company earned total revenues of INR 45,422 Lacs. The net profit after tax recorded by the Company was INR 222 Lacs. Our total expenditure stood at INR 45,235 Lacs.

ii. **Operating profit before finance charges, depreciation and amortization and exceptional items (EBITDA).**

The Company earned EBITDA of INR 4,211 Lacs

iii. **Depreciation and amortisation**

The Depreciation and amortisation charges were INR 1,076 Lacs.

iv. **Profit before/ after tax**

The profit before tax was INR 187 Lacs. The net profit after tax was INR 222 Lacs.

Detail of Key Financial Ratios

Particulars	2018-19	2017-18
Debtors Turnover Ratio	2.16	3.27
Inventory Turnover Ratio	13.20	22.05
Interest Coverage Ratio	1.06	2.19
Current Ratio	3.07	3.49
Debt Equity Ratio	0.72	0.75
Operating Profit Margin (%)	-9.46	3.26
Net Profit Margin (%)	0.41	5.87
Return on Net Worth	0.66	7.46

Due to entrance of new market players in telecom industry, the sale of the company decreased to an unpredicted level. About 56% market share is taken by Chinese vendors Xiaomi, Oppo and Vivo, Realme which shook up the India's Telecom market at large.

During the financial year, Operating Profit Margin was decreased from 3.26% to (9.46%) due to upheaval position of Telecom Industry.

As the Operating Margin decreased during the financial year, hence, Net Profit Margin and Return on Net worth also decreased.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

'Humankind is the Greatest Resource'

At Optiemus, people are at the core of its business strategy. The Company's endeavour has always been to build an organisation where its people are always engaged and empowered to do their best. The Company's culture is focused on customer-centricity collaborative team work, result orientation, entrepreneurial mindset and developing people. The Company's HR strategy also aims to create a future ready pool of talent across all levels.

FY 2018-19 saw a host of initiatives around talent management and development to identify and accelerate the Company's high-potential employees, as well as building the right set of capabilities for all businesses. Efforts towards developing functional capabilities across the organization continued, with the review of the Company's current skill levels and development of functional academies to build next-generation functional and domain capabilities.

Owing to the competitiveness and diversity of Indian markets, the Company strives to ensure adequate succession planning of its leadership talent pool. It is increasingly grooming and hiring talent locally and across the country. This has helped the Company's businesses keep their ears close to the ground and progressively increase their business performance. In line with the Company's focus on employee empowerment, it also designed new 'Ways of Working' to deliver high operational excellence and governance.

The Company recognizes and appreciates the contribution of all its employees in its growth path. Our Company strives to retain talent by facilitating career growth through job enrichment and empowerment, as it believes that the pool of the human resource is the biggest asset of the organization. Your Company maintains a cordial relationship with its employees through a constructive work environment in support of productive gains.

CAUTIONARY STATEMENT

The statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations are forward–looking statements within the meaning of applicable securities laws and regulations. Actual results may differ substantially or materially from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

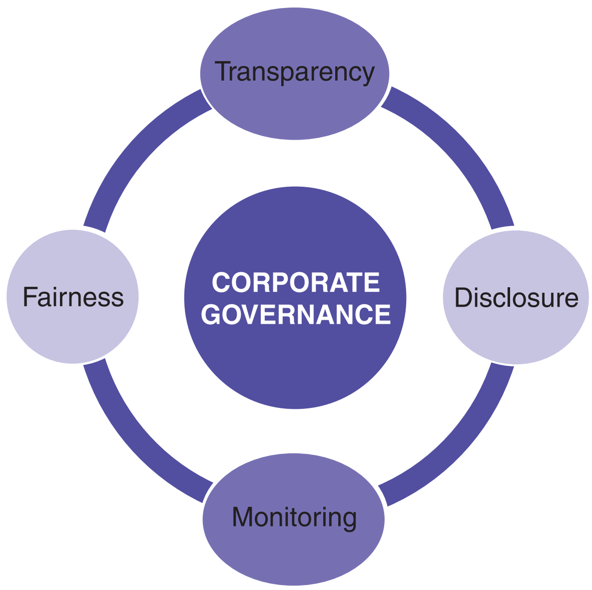
CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In today's scenario, with all structural shifts happening in the regulatory environment, customer preference and business models, a Company can survive and sustain only by incorporating best governance practices in its way of doing business. Your Company has set an objective of making it as a preferred service provider by enhancing the quality of its offerings as a part of its growth strategy it believes in adopting sustainable 'best practices' that are followed in the area of Corporate Governance across various geographies. Your Company believes that Good Corporate Governance goes beyond good management of the Company; it includes furthering and protecting the interests of all its stakeholders including the shareholders, employees, suppliers, customers, etc. It also includes taking steps to fulfil the needs of the society where the Company is operating. Our business operations are directed and controlled by best governance practices.

Optiemus firmly believes that Corporate Governance is a culture under which an organization is nurtured and flourishes by using its core values and the means by which it fulfils the public trust. At Optiemus, it is not just a compliance with laws and ethical standards instead it is important business investment which is not only necessary to preserve your Company's reputation but also crucial for obtaining and retaining the business.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all.



The Company has always strived to promote Good Governance Practices which ensure that:

- A competent management team at the helm of affairs and employees have a stable environment and
- Board is strong enough with good combination of Executive and Non-Executive Directors, including Independent Directors, who represent the interest of all stakeholders.

Independent Directors are appointed not merely to fulfil the Listing Requirements but for their diverse skills and experience and their role is to provide strategic direction, guidance with constructive support to management.

Your Company is committed to benchmark itself with the best standards of Corporate Governance, not only in form but also in spirit. The Corporate Governance guidelines are in compliance with the requirements of Listing Regulations. In its pursuit of excellence towards Corporate Governance, Company has adopted the Whistle Blower Policy, Code of Conduct for its Directors and Employees, Code of Conduct for Prevention of Insider Trading and Good Corporate Disclosure Practices.

Further, the detailed report on implementation of Corporate Governance is set out herein below:

2. BOARD OF DIRECTORS

The culture of a Company is strongly influenced by the quality of governance and leadership demonstrated by the Board of Directors. Diversity in the Board equals diversity in ideas. The Company has a high profile Board with varied management expertise. In keeping with the commitment of the management for the principle of integrity and transparency in business operations for Good Corporate Governance, the Company's policy is to have an appropriate blend of Executive, Non-Executive Directors and Independent Directors to maintain the Independence of the Board.

i. Composition

Listing Regulations mandate that for a Company with an Executive Chairman, at least one-half of the board should be Independent Directors; the Company has an optimum combination of Executive & Non-Executive Directors and one Woman Director. On 31st March 2019, the Board of the Company comprised of 8 Directors, of whom two are Executive, out of which one being the Chairman of the Board, four are Non-Executive Independent and two are Non-Executive Non-Independent.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that if the Chairman of a Listed Company is Executive Director, then atleast one half of the Board of the Company should consist of Independent Directors, Since your Company has Executive Director as Chairman, as shown in Table-1, the provision of having half of the Board as Independent Directors is met at Optiemus.

Also, none of the Independent Directors has any pecuniary relationship with the Company except entitlement to sitting fees for attending Board/Committee meetings of the Company.

The requisite information as per the requirements of Regulation 17 of the Listing Regulations for the period ended 31st March, 2019 is provided in following Table 1:

TABLE 1

Name of Director & DIN	Category	Designation	Attendance Particulars			Number of Directorships in companies*	Committees Position Indian Companies**	
			Board Meetings held during FY 2018-19	Board Meetings attended during FY 2018-19	Last AGM		Member	Chairman
Ashok Gupta 00277434	Promoter & Executive Director	Executive Chairman	10	09	No	3	1	-
Hardip Singh 01071395	Executive Director	Whole-Time Director	10	09	Yes	1	1	-
Renu Gupta 00030849	Non Executive Non-Independent Director	Director	10	05	No	2	-	-
Neetesh Gupta 00030782	Non-Executive Non-Independent Director	Additional Director	10	#04	##No	4	1	-
Gautam Kanjilal 03034033	Non-Executive Independent Director	Director	10	10	No	5	2	3
Tejendra Pal Singh Josen 02485388	Non-Executive Independent Director	Director	10	09	No	1	-	1
Charan Singh Gupta 06744568	Non-Executive Independent Director	Director	10	09	No	1	1	-
Naresh Kumar Jain 01281538	Non-Executive Independent Director	Director	10	09	Yes	2	1	1

**Includes directorship in Optiemus Infracom Limited and exclude directorship in Private Companies, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013.*

**For the purpose of considering the limit of chairmanships and Committee memberships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered including Chairmanship & Membership held in Optiemus Infracom Limited.*

 # Mr. Neetesh Gupta was appointed as an Additional Director of the Company w.e.f.12th October, 2018, therefore, during his tenure of directorship 4 Board Meetings were held and he attended all the meetings.

Notes:

(i) *No Director of the Company holds directorship in excess of the limit specified in sub section (1) of Section 165 of Companies At, 2013 and Regulation 17A of the Listing Regulations.*

(ii) *None of the Directors of the Company is a member in more than 10 Committees and Chairman of more than 5 Committees across all the companies in which he is a Director. Disclosures in this regard have already been made by the Directors for the current financial year.*

ii. Names of the Listed Entities where the person is a Director and the category of Directorship as on 31st March, 2019

Sr. No.	Name of Director	Name of Listed Entity in which Director	Category of Directorship
1.	Ashok Gupta	Optiemus Infracom Limited	Whole-time Director
2.	Hardip Singh	Optiemus Infracom Limited	Whole-time Director
3.	Renu Gupta	Optiemus Infracom Limited	Non-Executive Director
4.	Neetesh Gupta	Optiemus Infracom Limited Skyweb Infotech Limited	Additional Director Director
5.	Gautam Kanjilal	Optiemus Infracom Limited Shalimar Paints Limited Jindal Stainless Limited	Independent Director Independent Director Nominee Director
6.	Tejendra Pal Singh Josen	Optiemus Infracom Limited	Independent Director
7.	Charan Singh Gupta	Optiemus Infracom Limited	Independent Director
8.	Naresh Kumar Jain	Optiemus Infracom Limited Paisalo Digital Limited	Independent Director Independent Director

iii. Details of Board Meetings Held During The Year

During the financial year ended 31st March 2019, The Board met Ten (10) times. (See Table 2)

TABLE 2

Date of the Board Meeting	Maximum gap permitted between two consecutive meetings	Board Strength	No. of Directors Present
30th April, 2018	120 days	7	6
30th May, 2018		7	5
12th July, 2018		7	6
13th August, 2018		7	6
29th August, 2018		7	5
12th October, 2018		7	7
13th November, 2018		8	8
08th December, 2018		8	7
11th February, 2019		8	6
06th March, 2019		8	8

iv. Information available to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to working of the Company, especially those that require deliberation at the highest level. The Board is given presentations covering Finance, Sales, marketing, major segments and operations of the Company, overview of the business operations of major subsidiary companies, global business environment, all business areas of the Company including business opportunities, business strategy and risk management practices before taking on record the quarterly/annual financial results of the Company. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, new investments, compliance with statutory/regulatory requirements and major accounting provisions are considered by the Board. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings. Further to this all the information relevant to a Company as required under Listing Regulations is also made available to the Board.

v. Disclosure of relationship between Directors Inter se

None of the Directors are related to each other except for Mr. Ashok Gupta, Executive Chairman, Mrs. Renu Gupta, Non-Executive Director and Mr. Neetesh Gupta, Non-Executive Director of the Company, wherein, Mrs. Renu Gupta is wife of Mr. Ashok Gupta and Mr. Neetesh Gupta is son of Mr. Ashok Gupta and Mrs. Renu Gupta.

vi. Web link where details of familiarization programmes imparted to Independent Directors is disclosed

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time.

The details of Familiarization Programmes imparted by the Company for Independent Directors are given on the website of the Company under the web link https://www.optiemus.com/investors.html .

vii. Skills/ Expertise/ competence of the Board of Directors

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. The Board Governance and Nomination and Remuneration Committee considers, *inter alia*, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment of a Director.

The Board Governance and Nomination & Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Optiemus Board's combined skills have the following attributes:

- Effective management and leadership skills;
- Knowledge and experience in telecommunication sector;
- Experience in developing and implementing strategies to grow market share;
- Experience in maintaining board and management accountability and observe Good Corporate Governance.

viii. Confirmation regarding Independent Directors

Based on the declaration submitted by the Independent Directors of the Company provided at the beginning of the Financial Year 2019-20, the Board hereby certify that all the Independent Directors appointed by the Company fulfills the conditions specified in Listing Regulations and Companies Act, 2013 and are independent of the management of the Company.

3. REMUNERATION OF DIRECTORS

i. Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on Company's website under the web link *https://www.optiemus.com/investors.html*. Extract of Policy determining appointment, remuneration and evaluation criteria is also annexed with Directors' Report forming part of Annual Report.

ii. Pecuniary transactions with Non-Executive Directors

During the year under review, there were no pecuniary relationship or transactions with any Non-Executive Director of the Company.

Non- Executive Directors are paid only sitting fees for attending each Board and Committee meetings. Further, no Commission is being paid to any of the Non-Executive Director of the Company.

iii. Criteria of making payments to Non-Executive Directors

Non-Executive Directors of the Company are paid only sitting fees for attending Board/Committee meetings, The Remuneration Policy of the Company, *inter alia*, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website under the web link https://www.optiemus.com/investors.html.

iv. Remuneration of Directors

a) The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high caliber talent.

Remuneration of Executive Directors is decided based upon their qualification, experience, and contribution at the respective positions in the past and expected future benefits to the company and is consistent with the existing industry practice. Executive Directors are entitled for the remuneration as follows:

(i) Salary and commission as per the limits prescribed under the Companies Act, 2013.

(ii) Revised from time to time depending upon the performance of the Company.

(iii) No Sitting Fees is being paid to them.

Details of the remuneration paid to Executive and Non-Executive Directors and their shareholding in the company for the year ended March 31, 2019 are as follows:

(Amount In INR)

Name of the Director(s)	Mr. Ashok Gupta*	Mr. Hardip Singh*	Mrs. Renu Gupta	Mr. Neetseh Gupta	Mr. Gautam Kanjilal	Mr. Tejendra pal Singh Josen	Mr. Charan Singh Gupta	Mr. Naresh Kumar Jain
Designation	Executive Chairman	Whole Time Director	Non-Executive Director	Additional Director(Non-Executive)	Independent Director	Independent Director	Independent Director	Independent Director
Basic Salary	45,00,000	19,02,000	—	—	—	—	—	—
House Rent Allowance	22,50,000	9,51,000	—	—	—	—	—	—
Conveyance Allowance	19,200	19,200	—	—	—	—	—	—
City Compensatory Allowance	22,28,400	9,29,400	—	—	—	—	—	—
Child Education Allowance	2,400	2,400	—	—	—	—	—	—
Perquisites	—	3,85,128	—	—	—	—	—	—
Commission	—	—	—	—	—	—	—	—
Pension	—	—	—	—	—	—	—	—
Others (Provident Fund)	—	—	—	—	—	—	—	—
Performance Incentive	—	—	—	—	—	—	—	—
Sitting Fees	—	—	—	—	594,000	644,000	564,000	554,000
Total	**90,00,000**	**41,89,128**	—	—	**594,000**	**644,000**	**564,000**	**554,000**
Shareholding & percentage to total paid up shares	5,754,894 (6.71%)	Nil	6,981,111 (8.14%)	5,214,607 (6.08%)	2,850 (0.00%)	Nil	Nil	Nil

During the year, the profit of the Company declined in comparison to previous years, due to which the total remuneration payable to Directors was exceeding the prescribed limits, to which considering the consistent contribution of the Directors, Board has proposed a resolution for approval of members for waiver of refund of excess remuneration paid to Mr. Ashok Gupta and Mr. Hardip Singh, Whole-time directors.

Detailed reasons & disclosures are given in explanatory statement appended to Notice of the AGM forming part of this report.

b) Service contracts, notice period, severance fees

The appointment of the Executive Directors is governed by resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate service contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director. The statutory provisions will however apply.

c) Stock option details

During the year under, no stock option was granted to any Directors of the Company.

4. BOARD COMMITTEES

As on 31st March, 2019, the Board had Six (6) Board Level Committees. (See table 3)

TABLE 3

Committee	Position
Audit Committee	Mr. Gautam Kanjilal, Chairman (Independent, Non-Executive)
	Mr. Charan Singh Gupta, Member (Independent, Non-Executive)
	Mr. Naresh Kumar Jain, Member (Independent, Non-Executive)
Stakeholders Relationship Committee	Mr. Tejendra Pal Singh Josen, Chairman (Independent, Non-Executive)
	Mr. Ashok Gupta, Member (Non Independent, Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)
CSR Committee	Mr. Naresh Kumar Jain, Chairman (Independent, Non-Executive)
	Mr. Hardip Singh (Non Independent, Executive)
	Mr. Gautam Kanjilal (Independent, Non-Executive)
Nomination & Remuneration Committee	Mr. Tejendra Pal Singh Josen, Chairman (Independent, Non-Executive)
	Mr. Naresh Kumar Jain, Member (Independent, Non-Executive)
	Mr. Charan Singh Gupta, Member (Independent, Non-Executive)
Internal Complaint Committee	Mrs. Ragini Bhandari, Presiding Officer
	Mr. Vikas Chandra, Member
	Mrs. Neha Gupta, External Expert/Member
	Mr. Y.K. Gupta, External Expert/Co-Opted Member
Operations and Administration Committee	Mr. Ashok Gupta, Chairman (Non Independent, Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)
	Mrs. Renu Gupta, Member (Non Independent, Non-Executive)

The Board is responsible for the constituting, assigning, co-opting and fixing of terms of service for Committee members of various Committees of the Company. The Chairman of the Board, in consultation with the Company Secretary of the Company and the Committee's Chairman, determines the frequency and duration of the Committee Meetings. Recommendations of the Committees are submitted to the

Board for approval. The quorum for meetings is either two members or one-third of the members of the Committees, whichever is higher. In the case of all the above Committees of Optiemus Infracom Limited, two members constitute the quorum subject to the specific provisions laid down in the Listing Regulations & Companies Act, 2013.

i. Audit Committee

A. Brief description of terms of Reference

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The terms of the reference of Audit Committee include inter alia the following:

1. to oversight the Company's financial reporting process and the disclosures of its financial information to ensure that financial statements are correct, sufficient and credible;
2. to recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. to approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. to review, with the management, the annual financial statements & Auditors report thereon before submission to the board for approval, with particular reference to:
   a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
   b) changes, if any, in accounting policies and practices and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions;
   g) modified opinion(s) in the draft audit report;
5. to review with the management, the quarterly/annual financial statements and auditor's report thereon before submission to the board for approval;
6. to review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. to review and monitor the Auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. to review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. to review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. to discuss with internal auditors of any significant findings and follow up there on;
15. to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. to discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the Vigil (Whistle Blower) Mechanism;
19. to approve appointment of Chief Financial Officer (the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
20. to carry out any other function as is mentioned in the terms of reference of the Audit Committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments existing as on the date of coming into force of this provision;
22. The Audit Committee shall mandatorily review the following information:
    a. management discussion and analysis of financial condition and results of operations;
    b. statement of significant related party transactions (as defined by the audit committee), submitted by management;
    c. management letters / letters of internal control weaknesses issued by the statutory auditors;
    d. internal audit reports relating to internal control weaknesses; and
    e. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
    f. statement of deviations:
        i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
        ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B. Composition, Meetings & Attendance of the Committee

The Audit Committee of the Company has been constituted as per the requirements of Listing Regulations and Companies Act, 2013. The composition of the Audit Committee is given in **Table 3 above**.

Mr. Vikas Chandra, Company Secretary of the Company acts as Secretary of the Committee.

The Audit Committee met four (4) times during the year on 30th May, 2018, 13th August, 2018, 13th November, 2018 and 11th February, 2019. The gap between two meetings did not exceed 120 days. The attendance particulars for the said meetings held during the year are as under:

Name of Director	Category	No of Meetings held during the tenure of chairman/member	No of Meetings Attended
Mr. Gautam Kanjilal	Chairman *(Independent & Non Executive Director)*	4	4
Mr. Charan Singh Gupta	Member *(Independent & Non Executive Director)*	4	4
Mr. Naresh Kumar Jain	Member *(Independent & Non Executive Director)*	4	3

Internal Auditors

The Company has appointed an Internal Auditor to review the internal controls system of the Company and to report thereon. The reports of the Internal Auditor are reviewed by the Audit Committee. The audit is based on an Internal Audit Plan, which is reviewed each year in consultation with the statutory auditors and the Audit Committee. The planning and conduct of internal audit is oriented towards the review of controls in the management of risks and opportunities in the Company's activities. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations.

ii. Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee is given in **Table 3** above.

During the year under review, the Committee met three (3) times on 2nd July, 2018, 12th October, 2018 and 13th November, 2018.

A. Terms of Reference:

1. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity and ability to the represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration for the directors, key managerial personnel and other employees (referred as 'Nomination and Remuneration Policy').
5. Committee shall, while formulating the 'Nomination and Remuneration Policy, ensure that—
    a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
    b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

d) Nomination and Remuneration policy shall be disclosed in the Board's Report.

6. Annual review of the salary, bonus and other compensation plans of the CEO, CFO and Senior Management team of the Company.

7. Review and recommend to the Board, the salary, bonus and compensation plans for all the executive directors of the Company.

8. Framing suitable policies and systems to ensure that there is no violation, by an employee or Company of any applicable laws in India or overseas, including:

   - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time; or
   - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003 as amended from time to time.

9. Administer the implementation and award of stock options under the stock option plans of the Company.

11. Recommend to the Board of Directors of the Company on any other employment incentives as the Committee deems it appropriate in the best interests of the Company.

13. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the company's articles of association, or directive of the Board.

14. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.

15. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively. The Board of Directors as a whole shall also evaluate the performance of the Committee.

16. The Committee shall recommend to the Board, all remuneration, in whatever form, payable to senior management.

17. The Committee shall carry out such other functions as may be required by any law for the time being in force.

Nomination and Remuneration Policy is placed on website of the Company under the web link https://www.optiemus.com/investors.html and also *annexed* to Directors' Report.

B. Attendance particulars of members are as follows:

S. No.	Name of Director	Category	No of meetings held	No. of meetings attended
1	Mr. Tejendra Pal Singh Josen	Chairman *(Independent & Non-Executive Director)*	3	3
2	Mr. Charan Singh Gupta	Member *(Independent & Non-Executive Director)*	3	3
3	Mr. Naresh Kumar Jain	Member *(Independent & Non-Executive Director)*	3	3

C. Performance evaluation criteria for Independent Directors

Performance of all Directors including Independent Directors are carried out in a manner as specified in Nomination and Remuneration Policy and also briefly described in Director's Report forming part of this Annual Report.

iii. Stakeholders Relationship Committee

A. Terms of Reference

The terms of the reference of Stakeholders Relationship Committee include *inter alia* the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. The Committee shall carry out such other functions as may be required by any law for the time being in force.

B. Composition, Meetings and Attendance

The composition of the Stakeholders Relationship Committee is given in **Table 3** above.

Mr. Vikas Chandra, Company Secretary of the Company acts as Secretary of the Committee.

During the year under review, Committee met sixteen (16) times.

Attendance particulars of members are as follows:

S. No.	Name of Director	Category	No of meetings held during the tenure of chairman/member	No. of meetings attended
1	Mr. Tejendra Pal Singh Josen	Chairman *(Independent & Non-Executive Director)*	16	16
2	Mr. Ashok Gupta	Member *(Chairman & Executive Director)*	16	15
3	Mr. Hardip Singh	Member *(Non Independent & Executive Director)*	16	16

C. Status of Investor complaints received by the Company during the year is as follows:

Particulars	Pending as on April 1, 2018	Received during the Year	Disposed during the Year	Complaint not solved to the satisfaction of shareholder	Pending as on March 31, 2019
No of Complaints	Nil	3	3	Nil	Nil

- Apart From above mentioned Committees, pursuant to the requirements of Companies Act, 2013, Company has also constituted other Committees. The details & composition is given in **Table 3.**

D. Compliance Officer

Mr. Vikas Chandra, Company Secretary is the designated Compliance Officer of the Company. The Compliance Officer can be contacted at info@optiemus.com or cs.vikas@optiemus.com.

5. GENERAL BODY MEETINGS

A. Annual General Meetings

Location and time of the last 3 Annual General Meetings are as mentioned hereunder:

AGM	Day, Date & time	Venue	Subject Matter of the Special Resolutions so passed
23rd AGM	Friday, 30 September, 2016 at 11:00 A.M.	Emarald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001	None
24th AGM	Friday, 08 December, 2017 at 11:00 A.M.	Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002	1. To consider and approve the scheme of Arrangement for amalgamation of MPS Telecom Private Limited ("Transferor Company-1") and Oneworld Teleservices Private Limited ("Transferor Company-2") with Optiemus Infracom Limited ("Transferee Company") and with their respective shareholders and creditors under Section 233 of the Companies Act, 2013; 2. To approve the waiver of the recovery of remuneration of Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the company; 3. To approve the waiver of the recovery of remuneration of Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the company; and 4. To approve the waiver of the recovery of remuneration of Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the company
25th AGM	Friday, 28 September, 2018 at 11:00 A.M.	Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002	1. To re-appoint Mr. Gautam Kanjilal (DIN: 03034033) as an Independent Director; 2. To re-appoint Mr. Tejendra Pal Singh Josen (DIN: 02485388) as an Independent Director; and 3. To re-appoint Mr. Charan Singh Gupta (DIN: 06744568) as an Independent Director

B. Extra-Ordinary General Meetings

No Extra Ordinary General Meeting was held during the financial year 2018-19.

C. Details of Special Resolution passed through Postal Ballot during last year

No Postal Ballot was conducted during the financial year 2018-19. However, approval of shareholders for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta, Executive Chairman, Mr. Hardip Singh, Whole-time Director and Mr. Ravinder Zutshi, erstwhile Managing Director of the company during the financial year 2016-17 sought by way of Postal Ballot is under process.

Procedure for postal ballot:

The postal ballot being carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Act, read with Rules framed thereunder.

Mr. Sumit Kumar, Company Secretary in whole- time Practice, has been appointed as Scrutinizer for conducting the postal ballot/ e- voting process.

The voting results shall be displayed on the website of the Company on 10th September, 2019.

D. Detail of Special Resolution proposed to be conducted through Postal Ballot and procedure for Postal Ballot

At the ensuing Annual General Meeting, there is no special resolution proposed to be conducted through Postal Ballot.

6. COMMUNICATION TO SHAREHOLDERS

The quarterly un-audited results and yearly audited are published in prominent daily newspapers, viz. Business Standard having nationwide circulation. Also, Bombay Stock Exchange & National Stock Exchange maintain separate online portal for electronic submission of information by listed companies. Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on online portal, which are available for the general public on website www.bseindia.com & www.nseindia.com.

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, latest presentation made to the institutional investors and other general information about the Company are available on the Company's website www.optiemus.com.

The Company has also provided an option to the shareholders to register their email-id to receive electronic communications. E-Communication Registration Form has been enclosed along with the notice in this regard forming part of this report.

Also, the Company has designated an email-id exclusively for investor service: info@optiemus.com.

7. GENERAL SHAREHOLDER INFORMATION (As on 31st March, 2019)

(i) 26th Annual General Meeting

Day	Saturday
Date	28th September, 2019
Time	10:30 A.M. IST
Venue	Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002

(ii) Financial Year : 1st April, 2019 to 31st March, 2020

Tentative Calendar for adoption of Financial Results (Audited/Un-audited) in FY 2019-20 (subject to change):

For the quarter ending 30th June, 2019	Upto 14th August, 2019
For the quarter & half year ending 30th September, 2019	Upto 14th November, 2019
For the quarter ending 31st December, 2019	Upto 14th February, 2020
For the quarter & year ending 31st March, 2019	Upto 30th May, 2020

(iii) Book Closure Dates

Sunday, 22 September, 2019 to Saturday, 28 September, 2019 (both days inclusive).

(iv) Dividend Payment Date

No dividend is proposed by the Board of Directors for the financial year 2018-19.

(v) Listing on Stock Exchanges

The Shares of the Company are listed on the following Stock Exchanges:

Name of Exchange and Address	Contact details	Scrip Code/ Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	Telephone: 022-22721233/4 Website: www.bseindia.com	530135
The National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	Telephone:022-26598100-8114 Website: www.nseindia.com	OPTIEMUS

Annual Listing fees for the year 2019-20, as applicable, have been paid to the Stock Exchanges.

(vi) Demat ISIN No. - INE350C01017

(vii) Stock Market Price Data

The Monthly High and Low quotation of Company's equity shares traded on BSE & NSE are as under:

(Amount in INR)

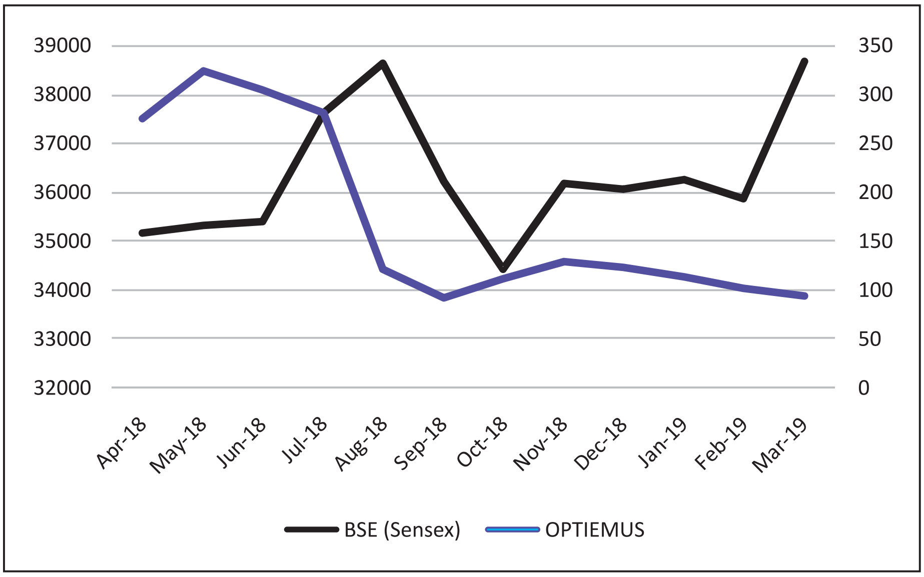
Month	Bombay Stock Exchange Company Code: 530135		National Stock Exchange Company Code: OPTIEMUS	
	High	Low	High	Low
April, 2018	276.50	229.90	276.60	229.25
May, 2018	325.90	273.55	325.75	273.75
June, 2018	324.75	280.50	325.00	276.10
July, 2018	308.60	268.00	309.90	258.00
August, 2018	286.50	115.35	286.00	115.40
September, 2018	131.15	92.80	131.80	90.60
October, 2018	133.25	78.05	135.00	77.00
November, 2018	132.75	115.20	132.95	116.00
December, 2018	141.00	117.70	143.05	116.90
January, 2019	139.45	100.35	140.00	101.50
February, 2019	125.65	102.20	125.20	100.90
March, 2019	105.65	88.35	105.55	89.90

Share price performance in comparison to BSE Sensex and NSE Nifty:

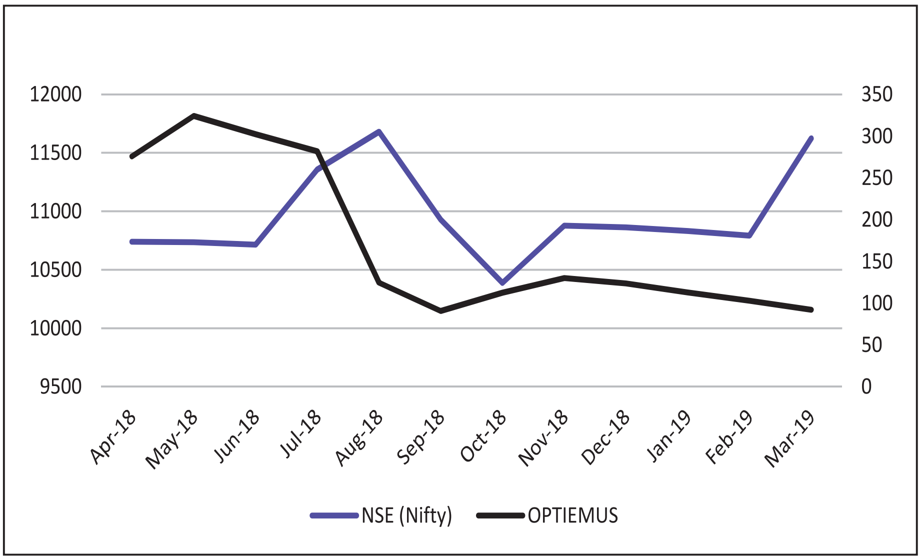
(Amount in INR)

MONTH(S) (As on end of last trading day of the month)	SHARE PRICES COMPARISION			
	Optiemus	BSE (Sensex)	Optiemus	NSE (Nifty)
April, 2018	275.70	35,160.36	275.60	10739.35
May, 2018	324.75	35,322.38	324.20	10736.15
June, 2018	304.65	35,423.48	302.45	10714.30
July, 2018	282.45	37,606.58	281.75	11356.50
August, 2018	123.05	38,645.07	124.45	11680.5
September, 2018	92.85	36,227.14	90.70	10930.45
October, 2018	112.15	34,442.05	112.65	10386.6
November, 2018	130.00	36,194.30	130.00	10876.75
December, 2018	123.80	36,068.33	123.50	10862.55
January, 2019	113.50	36,256.69	112.75	10830.95
February, 2019	103.50	35,867.44	102.90	10792.5
March, 2019	94.00	38,672.91	92.00	11623.9

(viii) Share Performance Chart on BSE Sensex



(ix) Share Performance Chart on NSE Nifty



(x) In case the securities are suspended from trading, the directors report shall explain the reason thereof

Not Applicable.

(xi) Registrar and Share Transfer Agents

The Company has appointed M/s Beetal Financial and Computer Services (P) Limited having its office at Beetal House, 3rd Floor, 99, Madangir, New Delhi-110 062 as Registrar and Transfer Agent for physical transfer, demat segment and related work.

(xii) Share Transfer System

Company has in place a Stakeholders Relationship Committee with three Directors, Chairman being an Independent Director. Applications for transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division/ remat/ demat and other related requests in accordance with Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996/ 2018 of shares held in physical form are received at the office of the Registrar and Share Transfer Agent of company M/s Beetal Financial and Computer Services (P) Ltd, who processes the same and send to the Company's Stakeholders Relationship Committee for its approval.

Share transfers request received by the share transfer agent/Company are registered within the stipulated time period given under Listing Regulations.

Further, a certificates on half yearly basis confirming the due compliance of share transfer formalities by the Company, certificate for timely dematerialization of the shares as per SEBI (Depositories and Participants) Regulations, 1996/2018 and a Secretarial Audit Report for reconciliation of the share capital of the Company obtained from Practicing Company Secretary have been submitted to Stock Exchanges within stipulated time.

Furthermore, SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated 8 June, 2018 which mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 01st April, 2019. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Shares in physical form, should be lodged with the office of the Company's Registrar & Share Transfer Agent, Beetal Financial and Computer Services (P) Limited, New Delhi-110062 or at the registered/corporate office of the Company for dematerialisation.

In case of request for dematerialization of shares, confirmation of dematerialization is sent to the respective depository i.e. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL), expeditiously.

(xiii) Distribution of Shareholding as on 31st March, 2019

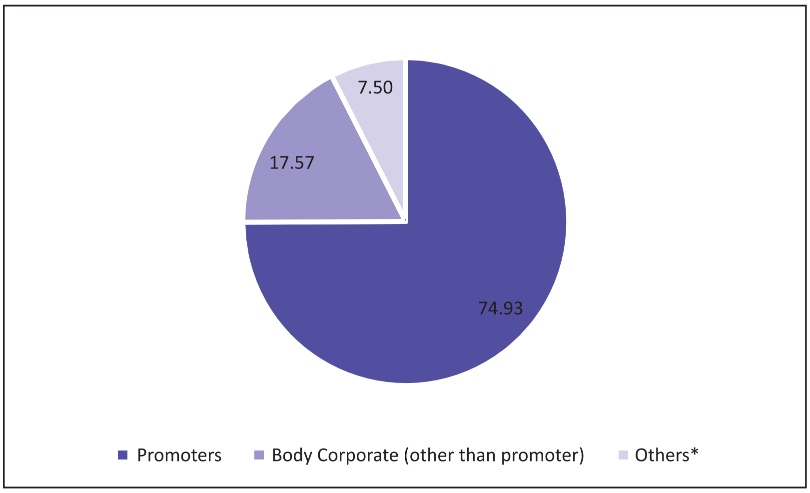
Shareholding of nominal value	Share Holders		Shares		
INR	**Number**	**% to total**	**Number**	**Amount in INR**	**% to total**
Upto 5,000	2633	74.54	436024	4360240	0.5081
5,001 - 10,000	362	10.24	297961	2979610	0.3472
10,001 - 20,000	201	5.69	312259	3122590	0.3639
20,001 - 30,000	94	2.66	238008	2380080	0.2774
30,001 - 40,000	39	1.10	138495	1384950	0.1614
40,001 - 50,000	35	0.99	162790	1627900	0.1897
50,001 - 1,00,000	54	1.52	391603	3916030	0.4563
1,00,001 & Above	114	3.22	83837051	838370510	97.6960
Total	**3532**	**100.00**	**85814191**	**858141910**	**100.0000**

(xiv) Shareholding Pattern as on 31st March, 2019

Category	Number of Shares Held	Percentage of Shareholding (%)
Promoters	6,43,00,541	74.93
Body Corporate (other than promoter)	1,50,81,605	17.57
Others*	64,32,045	7.50
Total	**8,58,14,191**	**100.00**

* *includes Individuals, Clearing Members, HUF & NRI's.*

Shareholding Pattern as on 31st March, 2019 depicted by way of pie chart as follows:



(xv) Dematerialization of Shares and Liquidity

About 98.80% of the Equity Shares of the Company are in dematerialized form as on 31st March, 2019. The Company's Shares are compulsorily traded in dematerialization form. The Equity Shares of the Company are actively traded on BSE and NSE.

Relevant data for monthly turnover for the period starting from 1st April, 2018 till 31st March, 2019 are as follows:

(INR in Lacs)

Period	BSE Limited		NSE Limited	
	Volume (Qty)	Value	Volume (Qty)	Value
End of April, 2018	6,18,680	15,58,34,779	56736	15625322
End of May, 2018	19,81,016	58,59,33,535	148095	46170134
End of June, 2018	6,76,975	20,61,26,355	90718	27770669
End of July, 2018	3,09,447	8,91,34,397	9083	2554224
End of August, 2018	2,76,362	3,54,17,029	21460	2610161
End of September, 2018	1,43,565	1,66,20,303	15033	1370860
End of October, 2018	3,96,683	3,63,84,886	665	73521
End of November, 2018	1,36,861	1,70,39,839	18936	2464700
End of December, 2018	3,62,107	4,71,13,675	15228	1884701
End of January , 2019	8,35,862	10,77,25,375	21664	2418551
End of February, 2019	3,50,201	3,99,32,181	8910	924220
End of March, 2019	6,91,515	6,83,10,527	23979	2248993
Total	**67,79,274**	**1,40,55,72,872**	**4,30,507**	**10,61,16,056**

(xvi) Outstanding GDRs / ADRs / Warrants or Convertible Instruments, conversion date and likely impact on equity

Not Applicable.

(xvii) Commodity price risk or foreign exchange risk and hedging activities

The Company has in place Risk Management Policy in order to mitigate commodity price risk and foreign exchange risk. Pursuant to this policy natural hedge is maintained and when required forward contracts / cover are also used to cover these exposures.

(xviii) Plant Locations

Not Applicable.

(xix) Address for Correspondence

The Shareholders may address their communications/ suggestions/ grievances/ queries to the Registrar & Transfer Agent of the Company and query relating to the Annual report to the Company at respective addresses mentioned in Table 4:

Table 4

Company Address	Registrar & transfer Agent Address
Mr. Vikas Chandra Company Secretary Optiemus Infracom Limited Plot no. 2A, First Floor, Wing A, Sector-126, Noida-201301, U.P.	**Mr. Punit Mittal** Beetal Financial and Computer Services (P) Limited Beetal House, 3rd Floor, 99, Madangir, New Delhi -110 062
Telephone: 0120-672 1900 Fax: 0120-2727999	Telephone: 011-299 61281/82/83 Fax: 011-2996 1284
Email: cs.vikas@optiemus.com	E-mail: beetal@beetalfinancial.com

The Company has its website namely www.optiemus.com. The website provides detailed information about the Company, its products, locations of its branch offices and various distribution sales offices etc. The quarterly results, shareholding pattern, annual reports are updated on the website of the Company.

8. OTHER DISCLOSURES

A. Related Party Transactions

During the year 2018-19, no materially significant related party transactions have been entered into by the Company with the Promoters, Directors or Management or their relatives that may have a potential conflict with the interest of the Company at large.

There are no material related party transactions that require approval of the shareholders. Register under Section 189 of the Companies Act, 2013 is maintained and particulars of transactions are entered in the Register, wherever applicable. Such transactions are provided to the Board and Audit Committee, and the interested Directors neither participate in the discussion, nor do they vote on such matters, when such matters come up for approval. Transactions with the related parties are disclosed in the financial statements forming part of the Annual Report.

Policy on dealing with related party transactions is disclosed at Company's website at https://www.optiemus.com/investors.html .

B. Details of Non-Compliance

Penalty of Rs. 40,000/- was imposed by BSE & NSE for delayed filing of Financial Results of the Company for period ended 31st March, 2019. Wherein, as per Listing Regulation 33, for the last quarter, the Company has to submit, within 60 days from the end of financial year, the Audited Financial Results for the entire financial year along with Audited Financial Results in respect of last quarter along with Auditors Report, however, due to lack of quorum the scheduled Board Meeting dated 30th May, 2019 was adjourned to 6th June, 2019, as a result, the financial results could not be submitted within prescribed time and caused inadvertent delay.

Apart from above, no penalties/strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority in any matters related to the capital markets during the last three years.

C. Vigil Mechanism/Whistle Blower Policy

The Company has a formal Vigil Mechanism/whistle blower policy for its employees to report their concerns about unethical behaviour or violation of code of conduct or ethics policy. The Vigil Mechanism/whistle blower policy is also available on the website of the Company as well. No personnel's of the Company are denied access to the chairman of the Audit Committee.

D. Details of Compliance with Mandatory Requirements & Adoption of Non-Mandatory Requirements

Company has complied with the mandatory requirements as stipulated in Listing Regulations. Company has submitted the Quarterly compliance report to the Stock Exchanges within the prescribed time limit.

The Company has complied with and adopted the following non-mandatory/discretionary requirements as provided in Part E of Schedule II of the Listing Regulations:

(1) Reporting of Internal Auditor

The Internal Auditors reports directly to the Audit Committee periodically.

(2) Modified opinion(s) in Audit Report

Company has proven track record of financial statements with unmodified audit opinion.

E. Material Subsidiary

As on 31st March, 2019, the Company has 4 subsidiaries out of which M/s Optiemus Electronics Limited is material subsidiary, where a material subsidiary means a subsidiary whose net worth exceeds 20%* of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20%* of the consolidated income of the company during the previous financial year.

**w.e.f. 1st April, 2019, the limit of 20% is reduced to 10%*

The Company has formulated a policy for determining materiality of related party transactions and also on dealing with related party transactions. This policy is available on the website of the Company under the web link *https://www.optiemus.com/investors.html*.

F. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year.

G. Certificate from a Company Secretary in Practice

None of the directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report as ***'Annexure-A'***.

H. Details where the Board had not accepted any recommendation of any Committee of the board which is mandatorily required along with reasons thereof

The Board accepted the recommendations of its Committees, wherever made, during the financial year.

I. Detail of fees paid to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor during FY 2018-19 and all entities in the network firm/ network entity of which the statutory auditor is a part, are as follows:

Type of Service		(INR in Lacs)
Audit Fees		5.00
Certification Fees		1.31
Total		**6.31**

J. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide and promote a safe and healthy work environment for all its employees. An Anti-Sexual Harassment Policy which is in line with the statutory requirements is in place. An Internal Compliant Committee has been set up to redress the complaints received regarding sexual harassment.

Detail of complaints received during the year is as follows:

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

K. The Company has complied with all the mandatory requirements including Regulations 17 to 27 and clause (2) (b) to (i) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

L. Disclosure of Accounting Treatment

Financial results of the Company have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015, SEBI circular dated July 5, 2016 and other accounting principles generally accepted in India Beginning April 1, 2017, the Company has for the first time adopted IND-AS with a transition date of April 1, 2016.

M. Management Discussion And Analysis Report

The Management Discussion and Analysis report forms part of this Annual Report.

N. CEO/CFO Certificate

The certificate required under Listing Regulations duly signed by the CEO and CFO was placed before the Board and the same is annexed as ***'Annexure-B'.***

O. Risk Management

The risk assessment and minimization procedures are in place and the Board is informed about the business risks and the steps taken to mitigate the same.

P. Directors Appointment/Re-appointment

Profile of Directors who are to be appointed/re-appointed along with the Directorship details is provided in the Notice of the 26th Annual General Meeting of the Company.

Q. Compliances regarding Insider Trading

Detailed guidelines in accordance with SEBI regulations in this regard are in place. These guidelines along with the various disclosures requirements under the regulations have helped in ensuring compliance with the requirements. Further, in compliance of Regulation 8(2) of the SEBI (Prohibition on Insider Trading) Regulations, 2015, as amended vide notification dated 31st December, 2018, policy on 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' has been revised and updated on the website of the Company under web link https://www.optiemus.com/investors.html.

R. Orderly succession to Board and Senior Management

The Board of the Company has satisfied itself that the plans are in place for orderly succession for appointments to the Board and to the senior Management.

S. Review of legal Compliance Reports

During the year, the Board periodically reviewed the Compliance reports with respect to various laws applicable to the Company as prepared and placed before it by the management.

T. Additional Information regarding Independent Directors

The details of Familiarization Programmes imparted by the Company to Independent Directors are given on the website of the Company under web link https://www.optiemus.com/investors.html.

Terms & Conditions of Appointment of Independent Directors is given on the website of the Company under web link https://www.optiemus.com/investors.html .

U. Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the share transfer agent of the Company upon such request. Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL and CDSL.

V. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 and Listing Regulations, every listed company is required to provide its members, a facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL (Central Depository Services Limited), the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of Annual General Meeting, through such e-voting method. Further, in accordance with the Companies (Management and Administration) Rules, 2015 as amended from time to time, Shareholders who are attending the meeting and who have not already cast their votes by remote e-voting shall only be able to exercise their right of voting at the meeting.

Cut-off date, as per the amended Rules, shall be Saturday, 21st September, 2019 and the remote e-voting shall be open for a period of three (3) days, from Wednesday, 25th September, 2019 at 9.00 A.M. IST till Friday, 27th September, 2019 5.00 P.M. IST. The Board has appointed M/s S.K Batra & Associates, Practicing Company Secretary as Scrutinizer for the Remote e-voting process.

Detailed procedure is given in the Notice of the Twenty Sixth Annual General Meeting and is also placed on the website of the Company, www.optiemus.com.

Shareholders may get in touch with the Company Secretary or Registrar and Share Transfer Agent of the Company for further assistance.

W. Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been posted on the website of the Company i.e. https://www.optiemus.com/investors.html.

All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on 31st March, 2019.

A declaration to this effect, duly signed by Group CEO, is annexed and forms part of this report as ***'Annexure-C'***

X. Disclosures with Respect to Demat Suspense Account/ Unclaimed Suspense Account

Not Applicable.

Y. Updation of PAN/Bank Account Detail

Pursuant to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, all the listed Companies are directed to record the PAN and BANK ACCOUNT details of all shareholders holding shares in physical mode through their Registrar and Share Transfer Agent ("RTA"). Accordingly, the Company has initiated steps and has sent initial letter and reminder letter along with KYC forms through its RTA to its shareholders holding shares in physical mode for registering their PAN and Bank Account details (including joint holders, if any) in previous financial year. The shareholders, *who haven't updated*, are requested to utilize this opportunity for updating PAN and/or Bank details with the RTA.

For and on behalf of the Board of Directors
For Optiemus Infracom Limited

Date : 13th August, 2019
Place : Noida (U.P.)

Ashok Gupta
Executive Chairman

ANNEXURE-A
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Optiemus Infracom Limited
K-20, Second Floor, Lajpat Nagar Part-II,
New Delhi-110024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Optiemus Infracom Limited having registered office at K-20, Second Floor, Lajpat Nagar Part-II (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the financial year ended on 31st March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.K. Batra & Associates
Company Secretaries

Date: 31st July, 2019
Place: New Delhi

Sumit Kumar
CP No.:8072

ANNEXURE-B
EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Optiemus Infracom Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of the Company to the best of our knowledge and belief certify that:

A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and based on our knowledge and belief, we state that:

   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

   1. significant changes, if any, in the internal control over financial reporting during the year;

   2. significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

   3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 6th June, 2019	**Hardip Singh**	**Parveen Sharma**
Place: Noida (U.P.)	**Whole Time Director**	**Chief Financial Officer**
	DIN:01071375	**PAN:ATWPS6301D**

ANNEXURE-C

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct as adopted is available on the Company's website viz. www.optiemus.com.

It is further certified that the Directors and Senior Management Personnel have affirmed their compliance with the Code for the year ended 31st March, 2019.

For and on behalf of the Board of Directors
For Optiemus Infracom Limited

Date : 6th June, 2019
Place : Noida (U.P.)

Ashok Gupta
Executive Chairman

INDEPENDENT AUDITORS' REPORT

To

The Members of Optiemus Infracom Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Optiemus Infracom Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 33 of the financial statements, which describes the dispute with Blackberry Limited in relation to payment of royalty. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's response
1.	**Assessment of Carrying Value of Investment in Subsidiaries:-** 1. Optiemus Infracom (Singapore) Pte Ltd 2. FineMS Electronics Private Limited 3. Optiemus Electronics Limited **Assessment of Carrying Value of Investment in Associates:-** 1. Teleecare Network India Private Limited (Refer to Note 2.2.8 and 5(a) in the standalone financial statements) The carrying value of the investment in above mentioned subsidiaries and associates are INR 1,176.95 lakhs and INR 5,145.16 lakhs respectively as at 31st March, 2019 which represents approximately 10% of the total assets of the Company. These investments are carried at cost less accumulated impairment losses, if any. The Company reviews the carrying values of these investments at every balance sheet date and performs impairment assessment in accordance with Ind AS 36 'Impairment of Assets', where there is any indication of impairment to the carrying amount of investments. For the assessment of carrying value of investment in these subsidiaries and associates, the Management estimates recoverable value based on discounted cash flows forecast, requiring judgements in respect certain key inputs like determining an appropriate discount rate, future cash flows and terminal growth rate. Changes in these assumptions could lead to an impairment to the carrying value of these investments. We have considered this to be a key audit matter as the investments balance is significant to the balance sheet and significant management judgement is involved in calculation of recoverable amount for the purpose of assessment of the appropriateness of the carrying amount.	**Our procedures included the following:** • To assess the key assumptions of valuation used, in particular those relating to discount rates, cash flow forecasts and terminal growth rates applied: - Engaged with auditors' valuation experts to determine a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data. Performed sensitivity analysis by using the terminal growth rates and discount rates as provided by the auditors' valuation experts. - Tested the cash flow forecasts used and assessed whether those were consistent with our understanding of the business. • We understood the management process for assessment of carrying values of investments and also evaluated the design and tested the operating effectiveness of the Company's internal controls surrounding such assessment. Compared the previous year cash flow forecasts made by the management to actual results to assess the historical accuracy of forecasting. Based on the above procedures performed, we noted that the management's assessment of the carrying value of the investments in subsidiaries is reasonable.

S. No.	Key Audit Matter	Auditor's response
2.	**Adoption of Ind AS 115 – Revenue from Contracts with Customers** As described in Note 2.2.4 to the standalone financial statements, the Company has adopted Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include – • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the new accounting standard; • Evaluated the cumulative effect adjustments as at 1st April, 2018 for compliance with the new revenue standard; and • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

        In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors *during the year is not in accordance with the provisions of Section 197 of the Act.*
    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
        i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Mukesh Raj & Co.
Chartered Accountants
Firm's Reg.No: 016693N

Mukesh Goel
Partner
M.No. 094837

Date: 06.06.2019
Place: Noida (U.P.)

ANNEXURE "A"

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Optiemus Infracom Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **OPTIEMUS INFRACOM LIMITED** ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that-

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mukesh Raj & Co.
Chartered Accountants
Firm's Reg.No: 016693N

Mukesh Goel
Partner
M.No. 094837

Date: 06.06.2019
Place: Noida (U.P.)

ANNEXURE “B”

ANNEXURE ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Optiemus Infracom Limited of even date)

i. In respect of the Company’s fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company doesn’t have a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is not reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as Investment properties in the standalone financial statements, the lease agreements are in the name of the Company.

ii. In our opinion, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

iii. According the information and explanations given to us, *the Company has granted unsecured loans* to bodies corporate, covered in the register maintained under Section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company’s interest.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

(c) There is no overdue amount remaining outstanding as at the year-end.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities except there have been delays in few cases.

Professional tax and Value added tax amounting to 56,123 and 19,58,740 respectively was in arrears as at 31st March 2019 for a period more than six months from the date they become payable.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable other than disclosed above.

(c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at 31st March, 2019 on account of dispute are given below:

Disputes with Authority	Financial year	31-Mar-19 (In INR)
Sales Tax, Orissa	2008-09	1,87,538
Sales Tax Delhi	2008-09	74,95,704
Sales Tax Haryana	2006-07	16,31,864
Sales Tax Haryana	2010-11	15,75,527
Sales Tax Haryana	2013-14	20,41,060
Sales Tax Haryana	2014-15	5,09,015
Sales Tax Assam	2007-08	9,20,585
Sales Tax Bihar	2011-12	29,01,596
Sales Tax Bihar	2012-13	9,74,896
Sales Tax Bihar	2013-14	7,45,550
Sales Tax Uttar Pradesh	2011-12	25,17,693
Sales Tax West Bengal	2012-13	1,78,31,391
Sales Tax Karnataka	2011-12	31,11,619
Sales Tax Karnataka	2012-13	52,99,162
Sales Tax Gujarat	2013-14	41,44,564
Sales Tax Uttar Pradesh	2013-14	44,51,143
Sales Tax Rajasthan	2015-16	1,97,97,332
Sales Tax Rajasthan	2016-17	49,55,732
Sales Tax Kerala	2016-17	80,878
Sales Tax Madhya Pradesh	2015-16	53,00,483
Income Tax - u/s 220(2)	2011-12	7,926
Income Tax - u/s 220(2)	2012-13	86,670
TDS demands	Prior years	4,17,881
TDS demands (MPS)	Prior years	36,681

viii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company does not have any Debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has *not paid/provided managerial remuneration in accordance with the requisite approvals mandated by the Provisions of section 197 read with Schedule V to the Compnies Act, 2013.*

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Mukesh Raj & Co.
Chartered Accountants
Firm's Reg.No: 016693N

Mukesh Goel
Partner
M.No. 094837

Date: 06.06.2019
Place: Noida (U.P.)

BALANCE SHEET AS AT 31st MARCH, 2019

(INR in Lacs)

	Notes	As at 31-Mar-19	As at 31-Mar-18
Assets			
Non-current assets			
Property, Plant and Equipment	3 (a)	1,572	2,224
Other Intangible assets	3 (b)	358	138
Investment properties	4	12,001	12,275
Financial assets	5		
Investments	5 (a)	7,174	6,485
Loans	5 (b)	1,017	1,170
Other financial assets	5 (c)	677	-
Deferred tax assets (net)	6	1,181	939
Other non-current assets	7	3,411	3,462
		27,391	26,693
Current assets			
Inventories	8	3,584	1,385
Financial assets	9		
Investments	9 (a)	75	72
Trade receivables	9 (b)	18,723	18,362
Cash and cash equivalents	9 (c)	1,654	2,925
Bank balances other than cash and cash equivalents	9 (d)	1,573	2,205
Loans	9 (e)	5,530	6,510
Other financial assets	9 (f)	25	304
Current tax assets (net)		495	351
Other current assets	10	5,415	5,376
		37,074	37,490
Total assets		**64,465**	**64,183**
Equity and liabilities			
Equity			
Equity share capital	11	8,581	8,581
Other equity		24,763	24,530
Total equity		**33,344**	**33,111**
Non-current liabilities			
Financial liabilities	12		
Borrowings	12 (a)	19,002	20,276
Provisions	13	61	59
		19,063	20,335
Current liabilities			
Financial liabilities	14		
Borrowings	14 (a)	4,107	4,417
Trade payables	14 (b)	5,469	3,014
Other financial liabilities	14 (c)	1,705	855
Other current liabilities	15	777	1,568
Current tax liabilities (net)		-	883
		12,058	10,737
Total liabilities		**31,121**	**31,072**
Total equity and liabilities		**64,465**	**64,183**
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

Mukesh Goel
Partner
Membership No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

INR in Lacs except Earning Per Share

	Notes	For the year ended 31-Mar-19	For the year ended 31-Mar-18
Continuing operations			
Income			
Revenue from operations	16	40,107	61,032
Other income	17	5,315	1,237
		45,422	62,269
Expenses			
Purchase of traded goods		34,985	35,411
Changes in inventories of stock-in-trade	18	(2,199)	7,372
Employee benefits expense	19	1,590	2,035
Finance costs	20	2,948	3,067
Depreciation and amortization expense	21	1,076	1,256
Other expenses	22	6,835	9,474
Total expenses		45,235	58,615
Profit/(loss) before tax		**187**	**3,654**
Tax expense:			
Current tax		233	1,299
Adjustment of tax relating to earlier periods		(27)	(71)
Deferred tax credit	6	(241)	(43)
		(35)	1,185
Profit for the year		**222**	**2,469**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/ (losses) on defined benefit plans		16	(7)
Income tax effect	6	(5)	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**11**	**(7)**
Total comprehensive income for the year		**233**	**2,462**
Earnings per share			
Basic and diluted earnings per share	23	0.27	2.87

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Mukesh Goel
Partner
Membership No. : 094837

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Date: 06.06.2019
Place: Noida (U.P.)

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

CASH FLOWS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Operating activities		
Profit before tax	187	3,654
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	933	1,238
Amortisation of intangible assets	143	18
Bad debts and advances written off	153	91
Provision for doubtful loans	270	-
Provision for doubtful deposits	40	-
Provision for doubtful duties recoverable expense	73	-
Provision for doubtful debtors	698	-
Provision of Gratuity made	38	-
Amount of Gratuity paid	(19)	-
Lease equilization rent booked	(197)	-
Investments written off	1,332	-
Finance costs (including fair value change in financial instruments)	2,948	3,067
IndAS effect on rent income	(46)	-
Profit on disposal of property, plant and equipment	(0)	(1)
Profit on Relinquishment of rights in property	(183)	-
Foreign exchange gain	(320)	-
Fair value gain on remaining investments after loss of control in subsidiaries	(1,667)	-
Excess liabilities written back	(2,607)	(379)
Interest income	(533)	(578)
Fair value gain on financial instruments at fair value through profit or loss	(5)	(5)
	1,238	**7,106**
Working capital adjustments:		
Increase in trade and other receivables and prepayments	(3)	(4,045)
(Increase)/Decrease in inventories	(2,199)	7,372
Increase in trade and other payables and provision	4,348	(8,823)
	3,384	**1,610**
Income tax paid	(1,239)	(326)
Net cash flow from operating activities	**2,145**	**1,284**
Investing actvities		
Purchase of property, plant and equipment and intangible assets	(372)	(169)
Proceeds from sale of property, plant and equipment	4	3
Purchase of investments	(1)	(2,357)
Proceeds from fixed deposits with original maturities more than 3 months (net)	(45)	1,372
Proceeds from Relinquishment of rights in property	183	-
Interest received	529	610
Net cash flows used in investing activities	**298**	**(541)**
Financing activities		
Proceeds from / (repayment) of term loans	(503)	(507)
Proceeds from / (repayment) of short-term borrowings (net)	(310)	(2,220)
Interest paid	(2,901)	(3,067)
Net cash flows from/(used in) financing activities	**(3,714)**	**(5,794)**
Net increase in cash and cash equivalents	**(1,271)**	**(5,051)**
Cash and cash equivalents acquired on amalgamation	-	1,913
Cash and cash equivalents at the beginning of the year	2,925	6,063
Cash and cash equivalents at year end	**1,654**	**2,925**
Components of cash and cash equivalents		
Balances with banks in current accounts	1,649	2,908
Balances with banks in EEFC account	-	7
Cash on hand	5	10
	1,654	**2,925**

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

Mukesh Goel
Partner
Membership No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

For the year ended 31st March, 2019 **INR in Lacs**

	Share capital		Other equity - Reserves and surplus				Total
	No. of shares	Amount	General reserve	Retained earnings	Capital Reserve	Other comprehensive income	
As at 1st April, 2018	85,814,191	8,581	261	20,687	3,562	20	24,530
Profit for the year	-	-	-	222	-	11	233
As at 31st March, 2019	**85,814,191**	**8,581**	**261**	**20,908**	**3,562**	**31**	**24,763**

For the year ended 31st March, 2018 **INR in Lacs**

	Share capital		Other equity - Reserves and surplus				Total
	No. of shares	Amount	General reserve	Retained earnings	Capital Reserve	Other comprehensive income	
As at 1st April, 2017	85,814,191	8,581	261	18,917	-	27	19,205
Acquired under the scheme of amalgamation	-	-	-	(700)	3,562	-	2,862
Profit for the year	-	-	-	2,470	-	(7)	2,463
As at 31st March, 2018	**85,814,191**	**8,581**	**261**	**20,687**	**3,562**	**20**	**24,530**

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Mukesh Goel
Partner
Membership No. : 094837

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Date: 06.06.2019
Place: Noida (U.P.)

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

NOTES FORMING PART OF THE FINANCIAL STATEMENT

1. CORPORATE INFORMATION

Optiemus Infracom Limited ("the Company") is a public company incorporated on 17th June, 1993; equity shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange. The Company is primarily engaged in the trading of mobile handset and mobile accessories and renting of Immovable property, etc. The Company is a public limited Company incorporated and domiciled in India and has its registered office at New Delhi.

These financial statements are authorized for issue in accordance with a resolution of the Directors on ---6th June, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015, read with Section 133 of Companies Act 2013.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2.2 Summary of Significant Accounting Policies

2.2.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

2.2.2 Classification of Assets and Liabilities as Current or Non-Current

The Company presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2.3 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Company elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate. Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the

combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.2.4 Revenue Recognition

The Company derives revenues primarily from sale of mobile handsets and mobile accessories, and rental of immoveable properties.

Effective 01st April, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1st April, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 2.2.4 – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended 31st March, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and /or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as

how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

2.2.5 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using written down value method.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Property, plant and equipment under construction is recorded as capital work- in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

2.2.6 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

2.2.7 Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

2.2.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Company has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss.The Company has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Financial assets at amortised cost

This category is the most relevant to the Company. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement, and eitherthe Company has transferred substantially all the risks and rewards of the asset or transferred control of the asset.

Impairment of Financial Assets

The objective of the company in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Company recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. For Trade receivables the company always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a company of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Company first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a company of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Company measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Company has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss.Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS109 are satisfied. The Company has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

2.2.9 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.2.10 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Finance leases that transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between financecharges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit or loss.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.2.11 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.2.12 Provisions

General Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.2.13 Employee Benefits

Employee benefits are all forms of consideration given by the company in exchange for service rendered by employees. Employee benefits include: short-term employee benefits, post-employment benefits and other long-term employee benefits

Short Term Employee Benefits

When an employee has rendered service to the company during an accounting period, the company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the company recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The company operates unfunded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

2.2.14 Foreign Currencies

The Company's financial statements are presented in Indian Rupees (INR), which is also the company's functional currency. Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

2.2.15 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

2.2.16 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i. **Raw materials and Stores and spares**: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

ii. **Finished goods and work in progress**: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

iii. **Traded goods**: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.2.17 Segment Reporting

Identification of segments

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/services.The Company operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.2.18 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.2.19 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.3. RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 1st April, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning 1st April, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (1st April, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on 1st April, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at 1st April, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from 1st April, 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

As a lessor, sublease shall be classified as an operating lease if the head lease is classified as a short term lease. In all other cases, the sublease shall be classified as a finance lease.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. Compnay will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

3(a). PROPERTY, PLANT AND EQUIPMENT

INR in Lacs

	Furniture and fittings	Electrical fittings	Plant and machinery	Office equipment	Computers	Motor vehicles	Total
Cost or valuation							
At 1st April, 2017	4,859	2,194	2,494	227	4,335	863	14,971
Acquisition under amalgamation	36	-	-	62	143	88	329
Additions	2	-	-	-	30	-	32
Disposals	-	-	-	(0)	-	(113)	(113)
At 31st March, 2018	**4,897**	**2,194**	**2,494**	**289**	**4,508**	**838**	**15,219**
Additions	-	-	-	5	4	-	9
Disposals	-	-	(50)	-	-	(26)	(76)
At 31st March, 2019	**4,897**	**2,194**	**2,444**	**294**	**4,512**	**812**	**15,153**
Depreciation and impairment							
At 1st April, 2017	3,517	1,592	1,603	216	4,246	762	11,937
Acquisition under amalgamation	17	-	-	48	122	50	237
Deprecation charge for the year	448	199	213	11	13	49	932
Disposals	-	-	-	(0)	-	(111)	(111)
At 31st March, 2018	**3,982**	**1,791**	**1,816**	**275**	**4,381**	**750**	**12,995**
Deprecation charge for the year	301	133	158	7	28	32	659
Disposals	-	-	(47)	-	-	(26)	(73)
At 31st March, 2019	**4,283**	**1,924**	**1,927**	**282**	**4,409**	**756**	**13,581**
Net book value							
At 31st March, 2019	614	270	517	12	103	56	1,572
At 31st March, 2018	915	403	677	14	127	88	2,224

3(b). INTANGIBLE ASSETS

INR in Lacs

	Computer Software	Total
Cost or valuation		
At 1st April, 2017	59	59
Acquisition under amalgamation	107	107
Additions	137	137
At 31st March, 2018	303	303
Additions	363	363
At 31st March, 2019	666	666
Depreciation and impairment		
At 1st April, 2017	49	49
Acquisition under amalgamation	98	98
Deprecation charge for the year	18	18
At 31st March, 2018	165	165
Deprecation charge for the year	143	143
At 31st March, 2019	308	308
Net book value		
At 31st March, 2019	358	358
At 31st March, 2018	138	138

4. INVESTMENT PROPERTIES

INR in Lacs

	Land	Building and infrastructure	Total
Cost or valuation			
At 1st April, 2017	8,301	5,790	14,091
Acquisition under amalgamation	-	45	45
Additions	-	-	-
At 31st March, 2018	**8,301**	**5,835**	**14,136**
Additions	-	-	-
At 31st March, 2019	**8,301**	**5,835**	**14,136**
Depreciation and impairment			
At 1st April, 2017	-	1,515	1,515
Acquisition under amalgamation	-	40	40
Deprecation charge for the year	-	306	306
At 31st March, 2018	**-**	**1,861**	**1,861**
Deprecation charge for the year	-	274	274
At 31st March, 2019	**-**	**2,135**	**2,135**
Net book value			
At 31st March, 2019	8,301	3,700	12,001
At 31st March, 2018	8,301	3,974	12,275

5. NON-CURRENT FINANCIAL ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Investments		
Investments at cost (fully paid)		
Investment in equity instruments		
Subsidiaries		
Optiemus Infracom (Singapore) Pte Ltd		
1 (31st March, 2018: 1) Equity shares of 1 Singapore Dollar	0	0
5,000 (31st March, 2018: 5,000) Ordinary shares @1 SGD	0	2
22,86,000 (31st March, 2018: 22,86,000) Ordinary shares @1 USD	67	1,337
Optiemus Electronics Limited		
1,11,00,000 (31st March, 2018: 1,11,00,000) Equity Shares of INR 10 each fully paid up	1,110	1,110
FineMS Electronics Private Limited		
6,00,000 (31st March, 2018: 6,00,000) Equity Shares of INR 10 each fully paid up	-	60
Troosol Enterprises Pvt. Ltd.		
6,000 (31st March, 2018: Nil) Equity shares of INR 10 each fully paid up	1	-
Investments at fair value through profit or loss		
Investment in equity instruments		
Teleecare Network India Private Limited		
1,59,34,200 (31st March, 2018: 1,59,34,200) Equity shares of INR 10 each fully paid up	5,145	3,478

5. NON-CURRENT FINANCIAL ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Ilumi Solution Inc		
9,66,620 (31st March, 2018: 9,66,620) Equity shares of US$ 0.00001 each fully paid up	479	479
Travancore Marketing Pvt Ltd		
11,000 (31st March, 2018: 11,000) Equity shares of INR 10 each fully paid up	0	0
Quoted equity instruments		
Investment in equity instruments		
Anant Raj Ltd		
3,001 (31st March, 2018: 3,001) Equity shares of INR 2 each fully paid up	1	1
Arvind Remedies Ltd		
10,000 (31st March, 2018: 10,000) Equity Shares of INR 10 each fully paid up	0	0
GTL Infrastructure Ltd		
2,000 (31st March, 2018: 2,000) Equity shares of INR 10 each fully paid up	0	0
Quoted equity instruments		
Investment in equity instruments		
IKF Technologies Ltd		
2,20,000 (31st March, 2018: 2,20,000) Equity shares of INR 1 each fully paid up	1	2
JSW Steels Ltd		
300 (31st March, 2018: 300) Equity shares of INR 10 each fully paid up	1	0
Cybele Industries Ltd		
25,000 (31st March, 2018: 25,000) Equity Shares of INR 10 each fully paid up	3	2
Investment in partnership firm		
WIN Technologies	366	14
	7,174	**6,485**
Aggregate amount of quoted investments and market value thereof	6	5
Aggregate amount of unquoted investments	7,168	6,480
Aggregate amount of impairment in value of investments	1,388	57
(b) Loans		
Unsecured, considered good		
Loans given	76	208
Security deposits		
Considered good	941	962
Considered doubtful	40	-
	981	962
Less: provision for doubtful debts	(40)	-
	1,017	**1,170**
(c) Other financial assets		
Deposit with maturity for more than 12 months	677	-
	677	**-**

6. INCOME TAXES

The major components of income tax expense for the years ended 31st March, 2019 and 31st March, 2018 are:

Profit or loss section **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Current tax:		
Current income tax charge	207	1,228
Deferred tax:		
Relating to origination and reversal of temporary differences	(242)	(43)
Income tax expense reported in the statement of profit or loss	**(35)**	**1,185**
OCI section		
Net loss/(gain) on remeasurements of defined benefit plans	(5)	-
Income tax charged to OCI	**(5)**	**-**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March, 2019 and 31st March, 2018:

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Accounting profit before tax	187	3,654
At India's statutory income tax rate of 33.384% (31st March, 2018: 34.608%)	**63**	**1,266**
Adjustments in respect of current income tax of previous years	(27)	(71)
Income not chargeable to tax		
Non-deductible expenses and losses	38	1
Others	(109)	(10)
	(35)	**1,185**
Income tax expense reported in the statement of profit and loss	(35)	1,185

Deferred tax expense/(income): **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Accelerated depreciation for tax purposes	(25)	39
Expendiure charged to the statement of profit or loss in the current year but allowed for tax purposes on payment basis	12	4
Others	255	0
Deferred tax expense/(income)	242	43

Deferred tax asset: INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	861	886
Provision for diminution in the value of investments	309	20
Increase in the value of Telecare shares	(371)	-
Provision for doubtful debts and advances	362	25
Impact of other expendiure charged to the statement of profit or loss in the current year but allowed for tax purposes on payment basis	20	8
	1,181	**939**

Reconciliation of deferred tax assets (net): INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Opening balance as of 1st April, 2018	939	896
Tax income/(expense) during the period recognised in profit or loss	242	43
Tax income/(expense) during the period recognised in OCI	-	-
Closing balance as at 31st March, 2019	**1,181**	**939**

7. OTHER NON-CURRENT ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Capital advances	3,411	3,462
	3,411	**3,462**

8. INVENTORIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Traded goods	3,584	1,385
	3,584	**1,385**

9. CURRENT FINANCIAL ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Investments		
Investments at fair value through profit or loss		
Unquoted equity instruments		
Investments in Mutual funds		
SBI Infrastructure Fund		
20,000 (31st March, 2018: 20,000) Units of Rs 10 each	3	2
SBI One India Fund		
2,00,000 (31st March, 2018: 2,00,000) Units of Rs 10 each	21	23
SBI One India Fund		
48,545 (31st March, 2018: 48,545) Units of Rs 10 each	51	47
	75	**72**
(b) Trade receivables		
Secured, considered good	-	46
Unsecured, considered good	18,723	18,316
Considered doubtful	702	4
	19,425	18,366
Less: provision for doubtful debts	(702)	(4)
	18,723	**18,362**
(c) Cash and cash equivalents		
Balances with banks in current accounts	1,649	2,908
Balances with banks in EEFC account	-	7
Cash on hand	5	10
	1,654	**2,925**
(d) Bank balances other than cash and cash equivalents		
Deposits with maturity of less than 12 months	805	1,455
Margin money deposits	768	750
	1,573	**2,205**
(e) Loans		
Unsecured, considered good		
Security deposits	41	47
Loans given		
Considered good	5,489	6,464
Considered doubtful	270	-
	5,759	6,464
Less: provision for doubtful debts	(270)	-
	5,530	**6,511**
(f) Other financial assets		
Interest receivable on deposits	18	15
Claims receivable	7	289
Other recoverables	-	0
	25	**304**

10. OTHER CURRENT ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Advances to suppliers of goods or services	2,284	3,361
Lease equalisation reserve	760	563
Advances to staff	40	32
Prepaid expenses	709	299
Taxes and duties recoverable		
Considered good	1,622	1,121
Considered doubtful	73	-
	1,695	1,121
Less: Provision for doubtful advances	(73)	-
	1,622	1,121
	5,415	**5,376**

11. EQUITY SHARE CAPITAL

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Authorised shares		
12,89,80,000 (31st March, 2018: 12,89,80,000) equity shares of INR 10 each	12,898	12,898
Issued, subscribed and fully paid-up shares		
8,58,14,191 (31st March, 2018: 8,58,14,191) equity shares of INR 10 each	8,581	8,581
	8,581	8,581

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at 31-Mar-19		As at 31-Mar-18	
	No.	INR in Lacs	No.	INR in Lacs
At the beginning of the period	85,814,191	8,581	85,814,191	8,581
Issued during the period	-	-	-	-
Outstanding at the end of the period	85,814,191	8,581	85,814,191	8,581

(b) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company has not declared dividend during the financial year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31-Mar-19		As at 31-Mar-18	
	No.	% holding	No.	% holding
Equity shares of INR 10 each fully paid				
GRA Enterprises Pvt Ltd	38,738,500	45%	38,738,500	45%
Mr. Ashok Gupta	5,754,894	7%	5,754,894	7%
Mrs. Renu Gupta	6,981,111	8%	6,981,111	8%
Mr. Deepesh Gupta	5,365,029	6%	5,365,029	6%
Mr. Neetesh Gupta	5,214,607	6%	5,214,607	6%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.

12. NON-CURRENT FINANCIAL LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Borrowings		
Term loans from banks (secured)	19,314	19,816
Loans from other parties (unsecured)	460	460
	19,774	**20,276**
Less: current maturities of long-term borrowings	772	
	19,002	**20,276**

Note:

1. Term loans from Indusind bank of INR 193.13 lacs carries interest rate of 8% p.a. and is secured by first pari passu charge on future rent receivables from property located at Noida and first pari passu charge on land and building located at Noida. The loans are repayable in 144 installment, from the date of loan, viz., 30th September, 2016.

13. NON-CURRENT PROVISIONS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Provision for employee benefits		
Gratuity	61	59
	61	**59**

14. CURRENT FINANCIAL LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Borrowings		
Loans repayable on demand from banks	2,183	2,623
Bills discounted from banks	740	734
Bills discounted from others	1,184	1,060
	4,107	**4,417**
Note:		
1. Loans repayable and bill discounted from banks are secured by first pari passu charge on current assets of the Company, first charge on fixed assets (except assets exclusively charged to other lenders), equitable mortgage of properties of Mrs. Renu Gupta.		
2. Moreover, Bills discounted from others have been secured by guarantees of Mr. Ashok Gupta, Executive Chairman and G R A Enterprises Private Limited and security deposit of INR 250 lacs.		
(b) Trade payables (refer Note 27) *	5,469	3,014
*Includes amount dues to related parties		
(c) Other financial liabilities		
Current maturities of long-term borrowings	772	0
Retention Money received	1	1
Security deposits received	590	543
Other expenses payable	342	311
	1,705	**855**

15. OTHER CURRENT LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Advances from customers	544	1,278
Taxes and other statutory dues payable	71	82
Rent advance received	162	208
	777	**1,568**

16. REVENUE FROM OPERATIONS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Sale of products	36,029	45,369
Rental income	3,583	3,600
Other operating income	495	12,063
	40,107	**61,032**

17. OTHER INCOME

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Interest income	533	578
Foreign exchange gain	320	274
Excess liabilities written back	2,607	379
Fair value gain on financial instruments at fair value through profit or loss	5	5
Fair value gain on remaining investments after loss of control in subsidiaries*	1,667	-
Profit on Relinquishment of rights in property	183	-
Profit from sale of property, plant and equipments	0	1
	5,315	**1,237**

* During the year, the Company has lost control in one of its subsidiaries, Teleecare Network India Private Limited ("Teleecare") on 22nd March, 2019. The shareholding of Optiemus Infracom has come down from 53.47% to 46.22% and in turn, the Company has recognized investment in Teleecare as investment in Associate Company. Therefore, the Company has valued the investment in Teleecare at fair value, on the basis of independent valuation obtained, in accordance with Ind AS 110 as on 22nd March, 2019, which was INR 5,145 lacs and recognised gain of INR 1,667 lacs.

18. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Inventories of stock-in-trade at the beginning of the year	1,385	8,757
Less: Inventories of stock-in-trade at the end of the year	(3,584)	(1,385)
	(2,199)	**7,372**

19. EMPLOYEE BENEFITS EXPENSE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Salaries and bonus	1,351	1,727
Director remuneration expenses	136	180
Gratuity expense	21	11
Contribution to provident and other funds	47	68
Staff welfare expenses	35	49
	1,590	**2,035**

20. FINANCE COSTS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Unwinding of discount	47	42
Other borrowing costs	1,226	815
Interest on term loans	1,675	2,210
	2,948	**3,067**

21. DEPRECIATION AND AMORTIZATION EXPENSE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Depreciation on tangible assets	933	1,238
Amortisation of intangible assets	143	18
	1,076	**1,256**

22. OTHER EXPENSES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Direct expenses		
Clearing and forwarding charges	67	80
Customs and other duties	524	800
Scheme and claim expenses	599	4,541
Freight inward	225	166
Consumables	1	4
Others		
Business promotion expenses	371	1,150
Product testing expenses	26	-
ISD expenses	49	-
Incentive and commision expenses	33	55
Rent expenses	104	149
Communication expenses	32	51
Power and fuel expenses	377	350
Travelling and conveyance expenses	185	195
Insurance premium expenses	68	92
Rates and taxes expenses	43	102
Directors sitting fee	24	12
Bad debts and advances written off	153	91
Provision for doubtful loans	270	-
Investments written off	1,332	-
Provision for doubtful deposits	40	-
Provision for doubtful duties recoverable expense	73	-
Provision for doubtful debtors	698	-
Legal and professional expenses	304	417
Freight and cartage outward expenses	66	85
Licence fees and patent expenses	630	308
Printing and stationery expenses	13	16
Repair and maintenance expenses	301	335
Computer repairs and maintenace	52	55
Security guard expenses	35	41
Housekeeping and other office maintenance expenses	9	12

22. OTHER EXPENSES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Warranty Expenses	111	194
Recruitment expenses	-	2
Payment to auditors (refer note below)*	6	6
CSR Expenditure	-	125
Donations	1	19
Festival Expenses	2	5
Annual listing fees	7	5
Miscellaneous expenses	4	11
	6,835	**9,474**

***Payment to auditor**

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
As auditor:		
Audit fee	5	5
Certification fee	1	1
	6	**6**

23. EARNINGS PER SHARE

INR in Lacs except Shares and EPS

	As at 31-Mar-19	As at 31-Mar-18
Profit attributable to equity holders of the parent	233	2,462
Weighted average number of equity shares	85,814,191	85,814,191
Basic and diluted earnings per share	0.27	2.87

24. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same is explained in Note 2.2.15

Useful life of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event if it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best esitmates. Contingent liabilities are not recognised in financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 26.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Carrying value and approximate fair values of financial instruments are same.

Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed price contracts. The use of percentage-of-completion method required the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting period. The policy for the same is explained in Note 2.2.4.

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The primary market risk to the Company is foreign exchange risk. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Market risk

The Company is exposed to foreign exchange risk through its sales and services outside India, and purchases and services from overseas suppliers in various foreign currencies. The exchange rate between the rupee and foreign currencies may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/depreciates against these currencies.

The foreign currency risks from financial instruments as of 31st March, 2019 were as follows :

Particulars	Currency	Amount in foreign currency	Amount in INR in lacs
Trade Payable	USD	3,600,508	2,491
Advance from customer	USD	2,155	1
Export Receivable	USD	128,587	89
Advance given to vendor	USD	293,430	203
Prepaid Expenses	USD	840,966	582

The foreign currency risks from financial instruments as of 31st March, 2018 were as follows :

Particulars	Currency	Amount in foreign currency	Amount in INR in lacs
Trade payables	USD	4,636,134	1,602
Advances from customers	USD	150,955	98
Export receivables	USD	260,920	170
Advance given to vendor	USD	2,462,197	3,016

Quantitative information of foreign exchange instruments outstanding as at the balance sheet date

The foreign currency risks from financial instruments as of 31st March, 2019 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount in INR in lacs
As on 31st March, 2019	USD	Nil	Nil
As on 31st March, 2018	USD	29,714,060	19,816

The above outstanding represent a Term Loan fully hedged by bank under Foreign Exchange Forward Contract as at 31st March, 2018 which during the Financial year 2018-19 converted into INR Term loan. Accordingly, the above financial instrument has no marked to market gain or loss as on 31st March, 2019 to be recognized.

Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from unsecured trade receivables amounting to INR 18,723 lacs, and INR 18,366 lacs as of 31st March, 2019 and 31st March, 2018 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located primarily in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings. Investments primarily include investment in deposits with banks.

Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

26. POST EMPLOYMENT BENEFIT PLANS: GRATUITY

The Company has a funded defined benefit gratuity plan.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

INR in Lacs

	As on 31-Mar-19	As on 31-Mar-18
Defined benefit obligation		
Balance as at beginning of the year	130	105
Current service cost	14	25
Interest cost	10	8
Past Service cost	-	9
Benefits paid	(42)	(23)
Remeasurement (gains)/losses in other comprehensive income	(18)	7
Balance as at end of the year	**94**	**130**

Reconciliation of the opening and closing balances of the fair value of plan assets **INR in Lacs**

	As on 31-Mar-19	As on 31-Mar-18
Fair value of plan assets		
Balance as at beginning of the year	72	89
Expected return on plan assets	6	7
Actuarial gains and losses	(1)	(1)
Benefits paid	(42)	(23)
Balance as at end of the year	33	72

The above mentioned plan assets are entirely represented by funds invested with LIC.

Total expense recognised in profit or loss **INR in Lacs**

	As on 31-Mar-19	As on 31-Mar-18
Current service cost	14	25
Past Service cost	-	9
Interest cost	10	8
Expected return on plan assets	(6)	(7)
	18	36

Total amount recognised in other comprehensive income **INR in Lacs**

	As on 31-Mar-19	As on 31-Mar-18
Experience losses/(gains) - obligations	(18)	7
Gains from change in demographic assumptions	-	-
Losses from change in financial assumptions	-	-
Remeasurements on Liability	(18)	7
Return on plan assets, excluding interest income	1	1
Remeasurements on plan assets	1	1
Net remeasurements recognised in OCI	(16)	7

Due to its defined benefit plans, the Group is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Principal actuarial assumptions used as at the end of the reporting period

	As on 31-Mar-19	As on 31-Mar-18
Discount rates	7.75%	7.50%
Expected rates of return on any plan assets	7.75%	7.50%
Expected rates of salary increase	6.00%	6.00%
Employee turnover		
Upto 30 years	5%	5%
From 31 to 44 years	5%	3%
Above 44 years	5%	2%
Retirement age	60	60

Sensitivity Analysis of the defined benefit obligation **INR in Lacs**

	As on 31-Mar-19	As on 31-Mar-18
a) Impact of the change in discount rate		
Present value of obligation at the end of the period	**94**	**130**
Impact due to increase of 1 %	87	(21)
Impact due to decrease of 1 %	103	23
b) Impact of the change in salary increase		
Present value of obligation at the end of the period	**94**	**130**
Impact due to increase of 1 %	103	22
Impact due to decrease of 1 %	87	(21)

27. DETAILS OF DUES TO MCIRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006.

There are no micro, small and medium enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year and also as at 31st March, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

28. COMMITMENTS AND CONTINGENCIES

a. Leases

Operating lease commitments — Company as lessee

Company's significant leasing arrangements are in respect of operating leases for premises (office, warehouses etc.). The group has entered into agreements to take certain land and buildings on operating leases for warehousing activities from third parties during the year. These leasing arrangements which are not non-cancellable, range between 3 years and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The lease rent of INR 104 lacs (31st March, 2018: INR 149 lacs) on such lease is included in Rent.

Operating lease commitments – Company as lessor

Company has also given certain land and building on operating lease to a third party. The lease arrangement was for 9 years and remained for a period of next 3.5 years. The rental of INR 3,583 lacs (2017-18 - INR 3,600 lacs) on such lease is included in other operating revenue.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

INR in Lacs

	As on 31-Mar-19	As on 31-Mar-18
Within one year	Nil	Nil
After one year but not more than five years	Nil	Nil
More than five years	Nil	Nil

b. Contingent liabilities

INR in Lacs

Nature	Financial year	As on 31-Mar-19	As on 31-Mar-18
Sales Tax, Orissa	2008-09	2	2
Sales Tax Delhi	2008-09	75	75
Sales Tax Haryana	2006-07	16	16
Sales Tax Haryana	2010-11	16	16
Sales Tax Haryana	2013-14	20	-
Sales Tax Haryana	2014-15	5	-
Sales Tax Assam	2007-08	9	9
Sales Tax Bihar	2011-12	29	29
Sales Tax Bihar	2012-13	10	-
Sales Tax Bihar	2013-14	7	-
Sales Tax Uttar Pradesh	2011-12	25	25
Sales Tax West Bengal	2012-13	178	178
Sales Tax Karnataka	2011-12	31	14
Sales Tax Karnataka	2012-13	53	20
Sales Tax Gujarat	2013-14	41	41
Sales Tax Uttar Pradesh	2013-14	45	45
Sales Tax Rajasthan	2015-16	198	-

INR in Lacs

Nature	Financial year	As on 31-Mar-19	As on 31-Mar-18
Sales Tax Rajasthan	2016-17	50	-
Sales Tax Kerala	2016-17	1	-
Sales Tax Madhya Pradesh	2015-16	53	-
Income Tax - u/s 143(1)	2009-10	-	145
Income Tax - u/s 143(1)	2010-11	-	960
Income Tax - u/s 154	2010-11	-	974
Income Tax - u/s 220(2)	2011-12	0	0
Income Tax - u/s 271(1) (c)	2011-12	-	2
Income Tax - u/s 143(1)(a)	2014-15	-	13
Income Tax - u/s 220(2)	2012-13	1	-
TDS demand		4	4
TDS demand-MPS		0	-

c. Corporate Guarantee **INR in lacs**

Guarantee given on behalf of	Guarantee given to	Purpose	31-Mar-19	31-Mar-18
Optiemus Electronics Limited	Indusind Bank	For purchasing of Plant and machinary and working capital	2,200	2,200
GDN Enterprises Private Limited	Indusind Bank	Working Capital	3,600	10,100
MPS Telecom Retail Pvt. Ltd.	Indusind Bank	Working Capital	6,000	6,000

29. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Related parties where control exists

Subsidiaries	: Optiemus Electronics Limited
	: Optiemus Infracom (Singapore) Pte Ltd
	: FineMs Electronics Private Limited
	: WIN Technology
	: Troosol Enterprises Pvt. Ltd.
Fellow Subsidiary Company	: Optiemus Metals & Mining Pte. Ltd.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same is explained in Note 2.2.15

Enterprises owned or significantly influenced by key management personnel or their relatives	: GRA Enterprises Pvt. Ltd.
	: Fidelity Logistic Limited
	: Insat Exports Pvt. Ltd.
	: Besmarty Marketplace Pvt Ltd
	: Travancore Marketing Private Limited
	: Teleecare Network India Private Limited

: MPS Telecom Retail Private Limited
: International Value Retail Pvt Ltd
: GDN Enterprises Pvt Ltd
: Teleecare Network (BD) Private Limited

Key Management Personnel

Name	Position	Nature of Transaction	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Ashok Gupta	Director	Director Remuneration	90	90
Hardip Singh	Director	Director Remuneration	42	74
Deepesh Gupta	Director of MPS Telecom Pvt Ltd	Director Remuneration	4	48
Vikas Chandra	Company Secretary	Remuneration	22	23
Anoop Singhal *	Chief Financial Officer	Remuneration	51	54
Parveen Sharma *	Chief Financial Officer	Remuneration	-	-

* Mr. Parveen Sharma appointed as Chief Financial Officer of Optiemus Infracom Ltd. in place of Mr. Anoop Singhal w.e.f. 24th April, 2019.

Subsidaries/ Associate Co.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Transactions during the year		
Sales of goods (excluding sales tax)		
Optiemus Electronics Limited	2,508	7,051
Teleecare Network India Pvt Ltd	10,812	5,312
MPS Telecom Retail Pvt Ltd	1,035	2,435
International Value Retail Pvt Ltd	5,200	4,994
GDN Enterprises Pvt Ltd	3	67
Rental income		
Teleecare Network India Pvt Ltd	81	-
International Value Retail Pvt Ltd	2	-
Other income		
GDN Enterprises Pvt Ltd	53	108
MPS Telecom Retail Pvt Ltd	-	1
Teleecare Network India Pvt. Ltd.	70	-
Interest Income		
Deepesh Gupta	85	-
Mukesh Gupta	54	-
Profit on Relinquishment of rights in property		
Ashok Gupta	183	-

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Reimbursement of electricity expenses		
Teleecare Network India Pvt Ltd	6	-
Purchases of goods		
GDN Enterprises Pvt Ltd	9,777	7,565
International Value Retail Pvt Ltd	-	9
MPS Telecom Retail Pvt Ltd	18	5
Optiemus Electronics Limited	4,677	1,874
Teleecare Network India Pvt Ltd	186	148
WIN Technogy	-	1
Rental expense		
Fidelity Logistic Limited	-	32
Purchase of Investments		
GRA Enterprises Private Limited	-	2,334
Expenses		
Teleecare Network India Pvt Ltd	82	309
International Value Retail Pvt Ltd	627	1,423
MPS Telecom Retail Pvt. Ltd.	130	2,025
Optiemus Electronics Limited	1	-
Loans repaid by the related party		
Besmarty Marketplace Pvt Ltd.	-	3
Loans given to the related party		
FineMS Electronics Pvt Ltd	-	77
Troosol Enterprises Pvt Ltd	57	-
Security deposits given		
Fidelity Logistic Limited	(10)	(1)
Advance to Creditors		
Mukesh Gupta	(285)	285
Deepesh Gupta	(373)	373

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Balances outstanding as at year end		
Trade receivables		
MPS Telecom Retail Pvt Ltd	280	350
Teleecare Network India Pvt Ltd	8,952	7,337
International Value Retail Pvt Ltd	1,791	1,768
Optiemus Electronics Limited	613	1,577
WIN Technology	-	35
Trade payables		
Fidelity Logistic Limited	-	3
GDN Enterprises Pvt Ltd	2,070	101

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Advances recoverable in cash or in kind		
Fidelity Logistic Limited	-	203
Advances from customers		
Optiemus Infracom (Singapore) Pte. Ltd.	0	97
Loans given		
Jaisalmer Estates Pvt Ltd	136	136
FineMS Electronics Pvt Ltd	96	96
Telemax Links India Pvt Ltd	102	326
International Value Retail Pvt Ltd	675	643
Hardip Singh	33	33
Advance to Creditors		
Mukesh Gupta	-	285
Deepesh Gupta	-	373

30. FAIR VALUE MEASUREMENTS

a. Break-up of Financial instruments carried at Fair value through profit or loss

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Financial assets		
Investments	7,174	6,485
	7,174	**6,485**

b. Break-up of Financial instruments carried at amortised costs

	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Financial assets		
Investments	75	72
Loans	5,530	6,510
Trade receivables	18,723	18,362
Cash and cash equivalents	1,654	2,925
Bank balances other than cash and cash equivalents	1,573	2,205
Other financial assets	25	304
	27,580	**30,376**
Financial liabilities		
Borrowings	4,107	4,417
Trade payables	5,469	3,014
Other financial liabilities	1,705	855
	11,280	**8,286**

Carrying value and approximate fair values of financial instruments are same.

31. BUSINESS SEGMENT

The Company has identified business segments. Business segments are primarily Mobile & Mobile Accessories and Renting of Immovable Property. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed Assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

Business segments

Year ended 31st March, 2019

Particulars	Telecommunications- Mobile Handset and Accessories		Renting Income		Total	
	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Revenue						
External sales	36,524	57,432	3,583	3,600	40,107	61,032
Total revenue	**36,524**	**57,432**	**3,583**	**3,600**	**40,107**	**61,032**
Segment Results - Profit	**(4,505)**	**3,104**	**2,326**	**2,380**	**(2,179)**	**5,484**
Unallocated expenses					-	-
Operating profit					**(2,179)**	**5,484**
Finance costs					(2,948)	(3,067)
Other income					5,315	1,237
Profit Before Tax					**187**	**3,654**
Current Tax					(207)	(1,227)
Deferred Tax credit/ (charge)					241	43
Net Profit after tax					**222**	**2,469**
Segment assets	48,936	50,058	15,529	14,125	64,465	64,183
Unallocated corporate assets	-	-	-	-		
Total Assets	**48,936**	**50,058**	**15,529**	**14,125**	**64,465**	**64,183**
Segment liabilities	11,164	10,533	19,957	20,538	31,121	31,071
Unallocated corporate liabilities	-	-	-	-		
Total Liabilities	**11,164**	**10,533**	**19,957**	**20,538**	**31,121**	**31,071**

32. During the year, the equity stake of the Company in Teleecare Network India Private Limited ("Teleecare"), subsidiary company, has been reduced due to non-subscription of additional equity shares offered by Teleecare under right issue, by virtue of which Teleecare has been ceased to be a subsidiary company and become an associate company of Optiemus Infracom Limited with effect from 22nd March, 2019 as per the provisions of Section 2 (6) of the Companies Act, 2013. Due to cessation of Teleecare Network India Private Limited ("Teleecare") as subsidiary company, the 4 (four) subsidiaries of Teleecare viz. International Value Retail Private Limited, MPS Telecom Retail Private Limited, GDN Enterprises Private Limited, Teleecare Network (BD) Private Limited and 1 (One) associate company of Teleecare viz. Travancore Marketing Private Limited have also been ceased to be step down subsidiaries & associate of the Company.

33. The Company had entered into agreement with Blackberry Limited for providing licensing and software services w.e.f. 1st July, 2017. Under the said agreement, the Company is required to pay a minimum guarantee royalty fee against which the company has received a demand of USD 4.29 million till 31st March, 2019 out of which only USD 1.5 million paid. However, the management has disputed the payment of royalty on account of delay in launch of Blackberry handsets due to the fault on part of Blackberry and out of USD 4.29 million, USD 0.72 million has recognized royalty expense till 31st March, 2019. The balance amount is under dispute and has not been recognized as expense during the period.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

Mukesh Goel
Partner
Membership No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To
The Members of Optiemus Infracom Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of Optiemus Infracom Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note 38 of the consolidated financial statements, which describes the dispute with Blackberry Limited in relation to payment of royalty. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matter	Auditor's response
1.	**Assessment of Carrying Value of Investment in Associates:-** 1. Teleecare Network India Private Limited (Refer to Note 2.2.9 and 6(a) in the consolidated financial statements) The carrying value of the investment in above mentioned associate is INR 5,145.16 lakhs as at 31st March, 2019 which represents approximately 6% of the total assets of the Company. These investments are carried at cost less accumulated impairment losses, if any. The Company reviews the carrying values of these investments at every balance sheet date and performs impairment assessment in accordance with Ind AS 36 'Impairment of Assets', where there is any indication of impairment to the carrying amount of investments. For the assessment of carrying value of investment in these associates, the Management estimates recoverable value based on discounted cash flows forecast, requiring judgements in respect certain key inputs like determining an appropriate discount rate, future cash flows and terminal growth rate. Changes in these assumptions could lead to an impairment to the carrying value of these investments. We have considered this to be a key audit matter as the investments balance is significant to the balance sheet and significant management judgement is involved in calculation of recoverable amount for the purpose of assessment of the appropriateness of the carrying amount.	**Our procedures included the following :** • To assess the key assumptions of valuation used, in particular those relating to discount rates, cash flow forecasts and terminal growth rates applied: - Engaged with auditors' valuation experts to determine a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data. Performed sensitivity analysis by using the terminal growth rates and discount rates as provided by the auditors' valuation experts. - Tested the cash flow forecasts used and assessed whether those were consistent with our understanding of the business. • We understood the management process for assessment of carrying values of investments and also evaluated the design and tested the operating effectiveness of the Company's internal controls surrounding such assessment. Compared the previous year cash flow forecasts made by the management to actual results to assess the historical accuracy of forecasting. Based on the above procedures performed, we noted that the management's assessment of the carrying value of the investments in associates is reasonable.
2.	**Adoption of Ind AS 115 – Revenue from Contracts with Customers** As described in Note 2.2.5 to the consolidated financial statements, the Company has adopted	Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include –

	Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	• Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the new accounting standard; • Evaluated the cumulative effect adjustments as at 01st April 2018 for compliance with the new revenue standard; and • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its Subsidiary Company which are Companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
   c) The consolidated balance Sheet, the consolidated Statement of Profit and Loss including

consolidated other Comprehensive Income, consolidated statement of Changes in Equity and the consolidated statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the Statutory Auditors of the Subsidiary Companies incorporated in India, none of the Directors of the Group is disqualified as on 31st March, 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its Subsidiary Companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting of those companies, for reason stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors *during the year is not in accordance with the provisions of Section 197 of the Act.*

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Consolidated financial statement disclosed the impact of pending litigations on the consolidated financial position of the Group.

   ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Mukesh Raj & Co.**
Chartered Accountants
Firm's Reg. No. : 016693N

Mukesh Goel
Partner
M. No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

"Annexure A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Optiemus Infracom Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **OPTIEMUS INFRACOM LIMITED** ("the Company") as at 31st March, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its Subsidiary Companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Mukesh Raj & Co.**
Chartered Accountants
Firm's Reg. No. : 016693N

Mukesh Goel
Partner
M. No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2019

INR in Lacs

	Notes	As at 31-Mar-19	As at 1-Apr-18
Assets			
Non-current assets			
Property, plant and equipment	3	3,477	5,736
Capital work-in-progress		100	-
Other Intangible assets	4	392	411
Goodwill		47	4,182
Investment properties	5	12,001	12,275
Financial assets	6		
Investments	6 (a)	5,543	858
Loans	6 (b)	1,105	2,245
Other financial assets	6 (c)	743	390
Deferred tax assets (net)	7	1,609	1,730
Other non-current assets	8	3,411	3,463
		28,428	31,290
Current assets			
Inventories	9	6,118	15,655
Financial assets	10		
Investments	10 (a)	75	72
Trade receivables	10 (b)	34,815	20,432
Cash and cash equivalents	10 (c)	1,707	6,385
Bank balances other than cash and cash equivalents	10 (d)	1,573	3,771
Loans	10 (e)	5,436	10,351
Other financial assets	10 (f)	26	523
Current tax assets (net)		508	386
Other current assets	11	6,823	11,746
		57,081	69,323
Total assets		**85,509**	**100,613**
Equity and liabilities			
Equity			
Equity share capital	12	8,581	8,581
Other equity		23,543	22,482
Total equity		**32,124**	**31,063**
Minority Interest		3	-456
Non-current liabilities			
Financial liabilities	13		
Borrowings	13 (a)	19,986	24,318
Other financial liabilities		-	22
Provisions	14	106	243
Other non-current liabilities	15	-	49
		20,095	24,176
Current liabilities			
Financial liabilities	16		
Borrowings	16 (a)	4,883	13,987
Trade payables	16 (b)	22,886	22,559
Other financial liabilities	16 (c)	2,944	4,012
Other current liabilities	17	2,574	3,887
Provisions	18	0	3
Current tax liabilities (net)	19	3	926
		33,290	45,374
Total liabilities		**53,385**	**69,549**
Total equity and liabilities		**85,509**	**100,613**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Mukesh Goel
Partner
Membership No. : 094837

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Date: 06.06.2019
Place: Noida (U.P.)

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

INR in Lacs except Earning Per Share

	Notes	For the year ended 31-Mar-19	For the year ended 31-Mar-18
Continuing operations			
Income			
Revenue from operations	20	119,597	72,236
Other income	21	6,312	1,612
		125,909	73,848
Expenses			
Cost of raw material consumed	22	82,613	17,641
Purchase of traded goods		19,416	28,723
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	4,466	7,400
Excise duty on sales		-	28
Employee benefits expense	24	5,750	3,415
Finance costs	25	4,236	3,310
Depreciation and amortization expense	26	1,720	1,586
Other expenses	27	11,530	9,506
Total expenses		129,731	71,609
Profit/(loss) before share of (profit)/loss of an associate tax from continuing operations		**(3,822)**	**2,239**
Share of (profit)/loss of an associate and a joint venture		(86)	0
Profit/(loss) before tax		**(3,908)**	**2,239**
Tax expense:			
Current tax		233	1,301
Adjustment of tax relating to earlier periods		(121)	(81)
Deferred tax credit	6	121	(608)
		233	613
Profit/(loss) before tax from continuing operations		**(4,141)**	**1,626**
Discontinued operations			
Profit/(loss) before tax for the year from discontinued operations		(1,799)	(240)
Tax income/ (expense) of discontinued operations		-	-
Profit/ (loss) for the year from discontinued operations		**(1,799)**	**(240)**
Profit for the year		**(5,940)**	**1,386**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Revaluation of Investments		(338)	-
Re-measurement gains/ (losses) on defined benefit plans		99	(7)
Income tax effect	6	(5)	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**(244)**	**(7)**
Minority Interest		-	-
Total comprehensive income for the year		**(6,184)**	**1,379**
Earnings per share			
Basic and diluted earnings per share	28	(7.21)	1.61

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Mukesh Goel
Partner
Membership No. : 094837

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Date: 06.06.2019
Place: Noida (U.P.)

CONSOLIDATED CASH FLOWS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

INR in Lacs

	Notes	As on 31-Mar-19	As on 31-Mar-18
Operating activities			
Profit before tax		(5,951)	2,000
Adjustments to reconcile profit before tax to net cash flows:			
Loss/(Profit) from sale of property, plant and equipments		(1)	124
Profit on Relinquishment of rights in property		(217)	-
Excess liabilities written back		(2,899)	(571)
Fair value gain on financial instruments at fair value through profit or loss		(4)	(5)
Loss of Minority interest		(3,413)	-
Interest income		(1,162)	(586)
Effect of decrease in contolling interest in subsidiary		11,130	-
Decrease in Goodwill		4,135	-
Effect of foreign currency translation reserve		6	-
Depreciation of property, plant and equipment		1,523	1,529
Amortisation of intangible assets		198	61
Provision for gratuity		(48)	-
Payment of Gratuity		(92)	-
Bad debts and advances written off		153	170
Provision for doubtful debts		1,081	-
Finance costs (including fair value change in financial instruments)		4,236	3,316
		8,672	**6,038**
Working capital adjustments:			
Increase in trade and other receivables and prepayments		(10,496)	11,305
Increase in inventories		9,536	7,981
Increase in trade, other payables and provisions		775	(27,238)
		8,488	**(1,913)**
Income tax paid		(1,157)	(729)
Net cash flow from operating activities		**7,331**	**(2,642)**
Investing actvities			
Proceeds from sale of property, plant and equipment		1,393	115
Purchase of fixed assets including CWIP and capital advances		(661)	(504)
Payment for purchase of investments		(4,702)	(2,357)
Proceeds from sale of investments		217	-
Loans given/Loan repayment received		6,055	7,999
Proceeds from/(Investments in) fixed deposits with original maturities more than 3 months		2,199	1,372
Interest received (finance income)		1,162	1,070
Net cash flows used in investing activities		**5,663**	**7,695**
Financing activities			
Proceeds from long-term borrowings (net)		(4,332)	(966)
Proceeds from short-term borrowings (net)		(9,104)	(5,967)
Borrowing costs paid		(4,236)	(3,316)
Net cash flows from/(used in) financing activities		**(17,672)**	**(10,249)**
Net increase in cash and cash equivalents		**(4,678)**	**(5,196)**
Cash and cash equivalents at the beginning of the year		6,385	8,708
Cash and cash equivalents acquired on acquisition of subisidiary		-	2,873
Cash and cash equivalents at year end		**1,707**	**6,385**
Components of cash and cash equivalents			
Balances with banks in current accounts		1,700	6,195
Balances with banks in EEFC accounts		-	8
Deposits with original maturity of less than 3 months		-	93
Cash on hand		7	88
		1,707	**6,385**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

Mukesh Goel
Partner
Membership No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

For the year ended 31st March, 2019 **INR in Lacs**

	Reserves and Surplus			Items of OCI		Total	Non-controlling interests	Total equity
	General reserve	Capital Reserve	Retained earnings	FVTOCI	Foreign Currency Translation Reserve			
As at 1st April, 2018	261	3,562	18,528	20	111	22,482	(456)	22,026
Profit for the year	-	-	(5,940)	-	6	(5,935)	(3,413)	(9,348)
Other comprehensive income	-	-	-	(245)	-	(245)	-	(245)
Effect of decrease in contolling interest in subsidiary	-	-	7,258	-	-	7,258	3,872	11,130
Acquisition of Subsidiaries	-	-	(17)	-	-	(17)	-	(17)
As at 31st March, 2019	**261**	**3,562**	**19,828**	**(224)**	**117**	**23,543**	**3**	**23,546**

For the year ended 31st March, 2018 **INR in Lacs**

	Reserves and Surplus			Items of OCI		Total	Non-controlling interests	Total equity
	General reserve	Capital Reserve	Retained earnings	FVTOCI	Foreign Currency Translation Reserve			
As at 1st April, 2017	261	3,562	16,712	27	122	20,684	304	20,988
Profit for the year	-	-	1,816	-	(11)	1,805	(428)	1,377
Other comprehensive income	-	-	-	(7)	-	(7)	-	(7)
Acquisition of Subsidiaries	-	-	-	-	-	-	(332)	(332)
As at 31st March, 2018	**261**	**3,562**	**18,528**	**20**	**111**	**22,482**	**(456)**	**22,026**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT

1. CORPORATE INFORMATION

The Group is primarily engaged in the trading of mobile handset and mobile accessories and renting of Immovable property, etc.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

Group consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled subsidiaries as disclosed in Note 33. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subisidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the group companies are consolidated on a line by line basis and intra group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not , directly or indirectly, owned or controlled by the company, are excluded.

2.2 Summary of Significant Accounting Policies

2.2.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

2.2.2 Classification of Assets and Liabilities as Current or Non-Current

The Group presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2.3 Business combination and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from 1st April, 2016. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment (please refer note 2.3).

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate. Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.2.4 Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence is similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate' in the statement of profit or loss.

Upon loss of significant influence over the associate over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.2.5 Revenue Recognition

The Company derives revenues primarily from sale of mobile handsets and mobile accessories, and rental of immoveable properties.

Effective 1st April, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1st April, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. (Refer note 2.2.4) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended 31st March, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed etc.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point of time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate

use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer etc.

- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

2.2.6 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using written down value method.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Property, plant and equipment under construction is recorded as capital work- in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

2.2.7 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

2.2.8 Impairment of Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Group's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

2.2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Group has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss.The Group has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets at amortised cost

This category is the most relevant to the Group. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either the Group has transferred substantially all the risks and rewards of the asset or transferred control of the asset.

Impairment of Financial Assets

The objective of the Group in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Group recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. For Trade receivables the Group always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a Group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a Group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Group measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Group has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss.Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS109 are satisfied. The Group has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Group. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

2.2.10 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.2.11 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee

Finance leases that transfer to the Group substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit or loss.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.2.12 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.2.13 Provisions

General Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.2.14 Employee Benefits

Employee benefits are all forms of consideration given by the Group in exchange for service rendered by employees. Employee benefits include: short-term employee benefits, post-employment benefits and other long-term employee benefits.

Short Term Employee Benefits

When an employee has rendered service to the Group during an accounting period, the Group recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the Group recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The Group operates unfunded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

2.2.15 Foreign Currencies

The Group's financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

Foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 01st April, 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (01st April, 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

2.2.16 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

2.2.17 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i. **Raw materials and Stores and spares**: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

ii. **Finished goods and work in progress**: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

iii. **Traded goods**: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.2.18 Segment Reporting

Identification of segments

The Group's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/services. The Group operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

2.2.19 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.2.20 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new amendments to Ind ASs which the Company has not applied as they are effective from 1st April, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning 01st April, 2019.

The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (01st April, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on 01st April, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at 01st April, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from 01st April, 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

As a lessor, sublease shall be classified as an operating lease if the head lease is classified as a short term lease. In all other cases, the sublease shall be classified as a finance lease.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty overincome tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. Compnay will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

3. PROPERTY, PLANT AND EQUIPMENT

INR in Lacs

	Land	Building	Furniture and Fitting	Electrical Fitting	Plant & Machinery	Office Equip-ment	Comp-uters	Motor Vehicle	Total
Cost or valuation									
At 1st April, 2017	80	85	5,431	2,194	3,993	289	4,820	951	17,843
Acquisition of Subsideries	-	903	865	-	729	1,470	487	206	4,660
Additions	-	-	3	-	293	-	36	-	332
Disposals	(52)	-	(4)	-	(207)	0	(13)	(113)	(390)
At 31st March, 2018	**28**	**989**	**6,295**	**2,194**	**4,808**	**1,759**	**5,330**	**1,044**	**22,446**
Acquisition of Subsideries	-	-	-	-	5	-	-	-	5
Additions	-	-	35	-	124	21	8	-	188
Disposals	-	-	-	-	(59)	-	0	(26)	(86)
Deletion of Subsideries	-	(903)	(890)	-	(729)	(1,486)	(505)	(206)	(4,720)
At 31st March, 2019	**28**	**85**	**5,440**	**2,194**	**4,148**	**294**	**4,834**	**811**	**17,833**
Depreciation and impairment									
At 1st April, 2017	-	43	3,575	1,592	1,697	264	4,462	812	12,446
Acquisition of Subsideries	-	691	562	-	428	936	442	130	3,189
Deprecation charge for the year	-	6	500	199	339	14	116	49	1,223
Disposals	-	-	(1)	-	(31)	0	(7)	(111)	(150)
At 31st March, 2018	**-**	**740**	**4,637**	**1,791**	**2,433**	**1,214**	**5,013**	**880**	**16,708**
Acquisition of Subsideries	-	-	-	-	2	-	-	-	2
Deprecation charge for the year	-	22	396	142	387	111	136	55	1,249
Disposals	-	-	-	-	(48)	-	0	(26)	(74)
Deletion of Subsideries	-	(710)	(607)	(8)	(540)	(1,043)	(466)	(154)	(3,528)
At 31st March, 2019	**-**	**52**	**4,425**	**1,924**	**2,235**	**282**	**4,683**	**756**	**14,356**
Net book value									
At 31st March, 2019	28	33	1,014	270	1,914	12	151	55	3,477
At 31st March, 2018	28	249	1,658	403	2,375	545	317	164	5,738

4. INTANGIBLE ASSETS

INR in Lacs

	Computer Software	Trade Mark	Total
Cost or valuation			
At 1st April, 2017	282	-	282
Acquisition under amalgamation	284	400	684
Additions	172	-	172
Disposal	(50)	-	(50)
At 31st March, 2018	687	400	1,087
Additions	370	-	370
Deletion of Subsideries	270	400	670
At 31st March, 2019	787	-	787

INR in Lacs

	Computer Software	Trade Mark	Total
Depreciation and impairment			
At 1st April, 2017	163	-	163
Acquisition under amalgamation	241	236	477
Deprecation charge for the year	60	-	60
Disposal	(24)	-	(24)
At 31st March, 2018	441	236	677
Deprecation charge for the year	198	-	198
Deletion of Subsideries	243	236	480
At 31st March, 2019	395	0	395
Net book value			
At 31st March, 2019	392	-	392
At 31st March, 2018	247	164	411

5. INVESTMENT PROPERTIES

INR in Lacs

	Land	Building and Infrastructure	Total
Cost or valuation			
At 1st April, 2017	8,301	5,790	14,091
Acquisition under amalgamation	-	46	46
Additions	-	-	-
Disposals	-	-	-
At 31st March, 2018	**8,301**	**5,835**	**14,136**
Acquisition or Subsidiary	-	-	
Additions	-	-	-
Disposals	-	-	-
Deletion of Subsideries	-	-	-
At 31st March, 2019	**8,301**	**5,835**	**14,136**
Depreciation and impairment			
At 1st April, 2017	-	1,515	1,515
Acquisition under amalgamation	-	40	40
Depreciation charge fall the year	-	306	306
Disposals	-	-	-
At 31st March, 2018	**-**	**1,861**	**1,861**
Depreciation charge for the year	-	274	274
Disposals	-	-	-
Deletion of Subsideries	-	-	-
At 31st March, 2019	**-**	**2,135**	**2,135**
Net book value			
At 31st March, 2019	8,301	3,700	12,001
At 31st March, 2018	8,301	3,974	12,275

6. NON-CURRENT FINANCIAL ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Investments		
Investments at fair value through profit or loss		
Investment in equity instruments		
Associates		
Travancore Marketing Pvt Ltd		
29,79,300 (31st March, 2018: 11,000)		
Equity shares of INR 10 each fully paid up	0	297
Teleecare Network India Private Limited		
57,17,600 (31st March, 2018: 57,17,600)		
Equity shares of INR 10 each fully paid up	5,145	-
Less: Loss on share of associates	(87)	-
Others		
Unquoted equity instruments		
Ilumi Solution Inc		
9,66,620 (31st March, 2018: 9,66,620)		
Equity shares of US$ 0.00001 each fully paid up	479	479
Sunny Digital Home Entertainment Private Limited		
3,514 (31st March, 2018: 3,514)		
Equity shares of INR 10 each fully paid up	-	0
Quoted equity instruments		
Investment in equity instruments		
Anant Raj Ltd		
3,001 (31st March, 2018: 3,001)		
Equity shares of INR 2 each fully paid up	1	1
Arvind Remedies Ltd		
10,000 (31st March, 2018: 10,000)		
Equity Shares of INR 10 each fully paid up	0	0
GTL Infrastructure Ltd		
2,000 (31st March, 2018: 2,000)		
Equity shares of INR 10 each fully paid up	0	0
IKF Technologies Ltd		
2,20,000 (31st March, 2018: 2,20,000)		
Equity shares of INR 1 each fully paid up	1	2
JSW Steels Ltd		
300 (31st March, 2018: 300)		
Equity shares of INR 10 each fully paid up	1	0
Cybele Industries Ltd		
25,000 (31st March, 2018: 25,000)		
Equity shares of INR 10 each fully paid up	3	2
Other investments		
Quoted		
Investment in mutual funds		
2,00,000 (31st March, 2018: 2,00,000)		
units of SBI Infrastructure Co.	-	3

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Unquoted		
Investments in Keyman Life insurance policy		
SBI Life Insurance Company	-	60
Investment in Partnership Firm		
WIN Technology	-	14
	5,543	**844**
Aggregate amount of quoted investments and market value thereof	6	8
Aggregate amount of unquoted investments	5,537	836
Aggregate amount of impairment in value of investments	57	57
(b) Loans		
Unsecured, considered good		
Loans given	128	215
Security deposits		
Considered good	977	2,030
Considered doubtful	-	55
	1,105	2,085
Less: provision for doubtful deposits	-	(55)
	1,105	2,030
	1,233	**2,245**
(c) Other financial assets		
Margin money deposits		
Term deposits with remaining maturity of more than 12 months	738	385
Interest receivable on margin money deposits	4	5
	743	**390**

7. INCOME TAXES

The major components of income tax expense for the years ended 31st March, 2019 and 31st March, 2018 are:

Profit or loss section INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Current tax:		
Current income tax charge	112	1,221
Deferred tax:		
Relating to origination and reversal of temporary differences	121	(608)
Income tax expense reported in the statement of profit or loss	**233**	**613**
OCI section		
Net loss/(gain) on remeasurements of defined benefit plans	(5)	-
Income tax charged to OCI	**(5)**	**-**

Deferred tax asset: **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	795	1,703
Provision for diminution in the value of investments	309	20
Increase in the value of Telecare	(371)	-
Provision for doubtful debts and advances	362	25
Impact of expenditure charged to the statement of profit or loss in the current year but allowed for tax purposes on payment basis	32	25
Unabsorbed depreciation	456	-
Others	3	23
Unutilised tax credits	23	(66)
	1,609	**1,730**

Reconciliation of deferred tax assets (net): **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Opening balance as of 1st April	1,730	873
Acquisition of subsidiary	-	249
Tax income/(expense) during the period recognised in profit or loss	(121)	608
Closing balance as at 31st March	1,609	1,730

8. OTHER NON-CURRENT ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Security deposits	-	1
Capital advances	3,411	3,462
	3,411	**3,463**

9. INVENTORIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Raw material	1,106	2,484
Work-in-progress	219	881
Finished goods	1,209	5,263
Traded goods	3,584	7,027
Store and spares	-	-
	6,118	**15,655**

10. CURRENT FINANCIAL ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Investments		
Investments at fair value through profit or loss		
Unquoted equity instruments		
Investments in Mutual funds		
SBI Infrastructure Fund		
20,000 (31st March, 2018: 20,000 Units) Units	3	2
SBI One India Fund		
200,000 (31st March, 2018: 2,00,000 Units) Units	22	23
48,545 (31st March, 2018: 48,545 Units) Units	51	47
	75	**72**
(b) Trade receivables		
Secured, considered good	-	46
Unsecured, considered good	34,815	20,387
Considered doubtful	702	33
	35,517	20,466
Less: provision for doubtful debts	(702)	(33)
	34,815	**20,432**
(c) Cash and cash equivalents		
Balances with banks in current accounts	1,700	6,196
Balances with banks in EEFC account	-	8
Deposits with original maturity of less than 3 months	-	93
Cash on hand	7	88
	1,707	**6,385**
(d) Bank balances other than cash and cash equivalents		
Deposits with original maturity of more than 3 months but less than 12 months	806	3,021
Margin money deposits	767	750
	1,573	**3,771**
(e) Loans		
Unsecured, considered good		
Security deposits		
Considered good	43	187
Considered doubtful	40	-
Loans given		
Considered good	5,392	10,164
Considered doubtful	270	32
	5,745	10,382
Less: provision for doubtful debts	(310)	(32)
	5,519	**10,537**

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(f) Other financial assets		
Interest receivable on deposits	18	41
Claims receivable	7	480
Income tax refund receivable	-	-
Other recoverables	-	2
	26	**523**

11. OTHER CURRENT ASSETS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Advances to related parties		
Considered good	2,684	3,362
Advances to suppliers of goods or services		
Considered good	40	2,005
Considered doubtful	-	37
		2,042
Less: Provision for doubtful advances	-	37
	-	2,079
Taxes recoverable		
Considered good	2,622	3,383
Lease equalisation reserve	760	563
Customs duty refund receivable	-	1,720
Prepaid expenses	717	713
Other recoverables	-	-
	6,823	**11,783**

12. EQUITY SHARE CAPITAL

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Authorised shares		
12,89,80,000 (31 March, 2018: 12,89,80,000) equity shares of INR 10 each	12,898	12,898
Issued, subscribed and fully paid-up shares		
8,58,14,191 (31 March, 2018: 8,58,14,191) equity shares of INR 10 each	8,581	8,581
	8,581	**8,581**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at March 31, 2019		As at March 31, 2018	
	No.	INR in Lacs	No.	INR in Lacs
At the beginning of the period	85,814,191	8,581	85,814,191	8,581
Issued during the period	-	-	-	-
Outstanding at the end of the period	85,814,191	8,581	85,814,191	8,581

(b) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid				
G R A Enterprises Pvt Ltd	38,738,500	45%	38,738,500	45%
Mr. Ashok Gupta	5,754,894	7%	5,754,894	7%
Mrs. Renu Gupta	6,981,111	8%	6,981,111	8%
Mr. Deepesh Gupta	5,365,029	6%	5,365,029	6%
Mr. Neetesh Gupta	5,214,607	6%	5,214,607	6%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.

13. NON-CURRENT FINANCIAL LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Borrowings		
Term loans from banks (secured)	19,362	23,749
Term loans from NBFCs (secured)	729	710
Loans from other parties (unsecured)	1,346	460
	21,437	**24,918**
Less: current maturities of long-term borrowings	1,451	600
	19,986	**24,318**

Note: Term loans from Indusind bank of INR 193.13 lacs carries interest rate of 8% p.a. and is secured by first pari passu charge on future rent receivables from property located at Noida and first pari passu charge on land and building located at Noida. The loans are repayable in 144 installment, from the date of loan, viz., 30th September, 2016.

14. NON-CURRENT PROVISION

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Provision for employee benefits		
Gratuity	85	227
Compensated absence	22	16
	106	**243**

15. OTHER NON-CURRENT LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Revenue received in advance	-	49
	-	**49**

16. CURRENT FINANCIAL LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(a) Borrowings		
Loans repayable on demand from banks (secured)	2,825	6,601
Loans repayable on demand from NBFCs (secured)	-	2,763
Loans repayable on demand from others (unsecured)	134	2,355
Bills discounted		
From banks	740	1,208
From others	1,184	1,060
	4,883	**13,987**

Note:

1. Loans repayable and bill discounted from banks are secured by first pari passu charge on current assets of the Company, first charge on fixed assets (except assets exclusively charged to other lenders), equitable mortgage of properties of Mrs. Renu Gupta.
2. Moreover, Bills discounted from others have been secured by guarantees of Mr. Ashok Gupta, Director and G R A Enterprises Private Limited and security deposit of INR 250 lacs.

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
(b) Trade payables*	22,886	22,559
	22,886	**22,559**
*Includes amount due to related parties (refer Note 38)		
(c) Other financial liabilities		
Current maturities of long-term debt	1,451	1,434
Interest accrued but not due	-	-
Retention Money received	1	1
Security deposits received	590	950
Other expenses payable	902	1,627
	2,944	**4,012**

17. OTHER CURRENT LIABILITIES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Advances from customers	2,282	2,426
Deferred rent expense	-	70
Taxes and statutory dues payable	131	363
Advance against sale of investments	-	798
Rent advance received	-	21
Others	162	208
	2,574	**3,887**

18. CURRENT PROVISIONS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Provision for employee benefits		
Gratuity	0	3
Compensated absence	-	-
	0	**3**

19. CURRENT TAX LIABILITIES (NET)

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Current tax Liability	3	926
	-	-
	3	**926**

20. REVENUE FROM OPERATIONS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Sale of products	115,028	56,573
Job work income	331	-
Rental income	3,583	3,600
Other operating income	655	12,063
	119,597	**72,236**

21. OTHER INCOME

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Interest income	1,162	586
Foreign exchange gain	348	424
Excess liabilities or provisions written back	2,899	582
Fair value gain on financial instruments at fair value through profit or loss	4	6
Fair value gain on remaining investments after loss of control in subsidiaries	1,667	-
Profit on Relinquishment of rights in property	217	-
Profit from sale of property, plant and equipments	1	20
Miscellaneous income	12	(6)
	6,312	**1,612**

22. COST OF RAW MATERIAL CONSUMED

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Inventories of raw material at the beginning of the year	1,005	3,207
Purchases during the year	82,690	16,942
Inventories of raw material at the end of the year	(1,083)	(2,508)
	82,613	**17,641**

23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Inventories of WIP at the beginning of the year	202	1,262
Inventories of finished goods at the beginning of the year	2,167	4,602
Inventories of stock-in-trade at the beginning of the year	9,598	13,503
	11,967	**19,366**
Inventories of WIP at the end of the year	(219)	(881)
Inventories of finished goods at the end of the year	(1,209)	(5,263)
Inventories of stock-in-trade at the end of the year	(6,073)	(5,823)
	(7,501)	**(11,967)**
(Increase)/Decrease in inventories	**4,466**	**7,400**

24. EMPLOYEE BENEFITS EXPENSE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Salaries, wages and bonus	5,064	2,958
Director remuneration expenses	233	181
Gratuity expense	92	28
Contribution to provident and other funds	101	120
Staff welfare expenses	261	127
	5,750	**3,415**

25. FINANCE COSTS

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Unwinding of discount	47	42
Interest expense	2,728	2,433
Other borrowing costs	1,461	834
	4,236	**3,310**

26. DEPRECIATION AND AMORTIZATION EXPENSE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Depreciation on tangible assets	1,523	1,525
Amortisation of intangible assets	198	60
	1,720	**1,586**

27. OTHER EXPENSES

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Direct expenses		
Freight inward	482	175
Scheme and claim expenses	1,576	3,387
Clearing and forwarding expenses	136	82
Custom duty	2,305	807
Labour charges	340	33
Consumable expenses	4	7
Technical fee	-	265
Packaging expenses	33	0
Warranty expenses	228	3
Apprentice salary	15	0

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Others		
Business promotion expenses	419	1,152
Product testing expenses	43	0
ISD expenses	49	-
Incentive and commision expenses	237	55
Rent expenses	525	309
Communication expenses	67	59
Power and fuel expenses	576	457
Travelling and conveyance expenses	357	224
Insurance premium expenses	174	121
Rates and taxes expenses	114	118
Directors sitting fee	24	12
Bad debts and advances written off	153	170
Prior Period Exp	21	0
Provision for doubtful loans	270	-
Provision for doubtful deposits	40	-
Provision for doubtful duties recoverable expense	73	-
Provision for doubtful debtors	698	-
Legal and professional expenses	621	470
Freight and cartage outward expenses	283	111
Licence fees and patent expenses	637	309
Printing and stationery expenses	23	19
Repair and maintenance expenses		
Building	365	339
Plant & Machinery	55	43
Others	21	19
Computer repairs and maintenace	55	55
Clearing and forwarding expenses (export)	18	0
Security guard expenses	191	111
Housekeeping and other office maintenance expenses	85	52
Warranty Expenses	111	194
Loss on sale of property, plant and equipment	-	145
Recruitment expenses	-	2
Royalty	40	1
Payment to auditors (refer note below)	22	10
CSR Expenditure	-	125
Donations	2	19
Festival Expenses	2	5
Bank charges	1	0
Annual listing fees	7	5
Miscellaneous expenses	36	32
	11,530	**9,506**

***Payment to auditor** **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
As auditor:		
Audit fee	20	9
Tax audit fee	1	1
Certification fee	1	-
	22	**10**

28. EARNINGS PER SHARE

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Profit attributable to equity holders of the parent	(6,185)	1,380
Weighted average number of equity shares	85,814,191	85,814,191
Basic and diluted earnings per share	(7.21)	1.61

29. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same is explained in Note 2.2.16

Useful life of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event if it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best esitmates. Contingent liabilities are not recognised in financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 31.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Carrying value and approximate fair values of financial instruments are same.

Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed price contracts. The use of percentage-of-completion method required the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting period.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks : market risk, credit risk and liquidity risk. The primary market risk to the Company is foreign exchange risk. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Market risk

The Company is exposed to foreign exchange risk through its sales and services outside India and purchases and services from overseas suppliers in various foreign currencies. The exchange rate between the rupee and foreign currencies may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates / depreciates against these currencies.

The foreign currency risks from financial instruments as of 31st March, 2019 were as follows :

Particulars	Currency	Amount in foreign currency	INR in lacs
Trade Payable	USD	22,024,250	15,234
Advance from customer	USD	2,155	1
Export Receivable	USD	128,587	89
Advance given to vendor	USD	418,841	290
Advance given to vendor	EUR	9600	7
Prepaid Expenses	USD	840,966	582

The foreign currency risks from financial instruments as of 31st March, 2018 were as follows :

Particulars	Currency	Amount in foreign currency	INR in lacs
Trade Payable	USD	30,199,388	18,229
Trade Receivable	USD	1,447,108	941
Advance given to vendor	USD	2,844,398	3,016

Quantitative information of foreign exchange instruments outstanding as at the balance sheet date

The foreign currency risks from financial instruments were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	INR in lacs
As on 31st March 2019	USD	-	-
As on 31st March 2018	USD	31,466,869	20,986

The above outstanding represent a Term Loan fully hedged by bank under Foreign Exchange Forward Contract until maturity. Under deferred payment plan. Accordingly, the above financial instrument has no marked to market gain or loss to be recognized.

Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. Trade receivables are typically unsecured and are derived from revenue earned from customers located primarily in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings. Investments primarily include investment in deposits with banks.

Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

31. POST EMPLOYMENT BENEFIT PLANS: GRATUITY

The Company has a funded defined benefit gratuity plan.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

INR in Lacs

	As at 31-Mar-19	As at 31-Mar-18
Defined benefit obligation		
Balance as at beginning of the year	309	115
Current service cost	24	42
Interest cost	12	9
Past Interest cost	-	9
Benefits paid	(42)	(23)
Remeasurement (gains)/losses in other comprehensive income	(33)	6
Business combinations	(151)	151
Balance as at end of the year	**118**	**309**

Reconciliation of the opening and closing balances of the fair value of plan assets **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Fair value of plan assets		
Balance as at beginning of the year	79	89
Expected return on plan assets	6	7
Actuarial gains and losses	(1)	(1)
Benefits paid	(42)	(23)
Business combinations	(7)	7
Balance as at end of the year	33	79

The above mentioned plan assets are entirely represented by funds invested with LIC.

Total expense recognised in profit or loss **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Current service cost	24	42
Past service cost	-	9
Interest cost	12	9
Expected return on plan assets	(6)	(7)
	30	53

Total amount recognised in other comprehensive income **INR in Lacs**

	As at 31-Mar-19	As at 31-Mar-18
Experience losses/(gains)	(99)	(17)
Losses from change in financial assumptions	-	(6)
Remeasurements on Liability	(99)	(23)
Return on plan assets, excluding interest income	1	1
Remeasurements on plan assets	1	1
Net remeasurements recognised in OCI	(98)	(22)

Due to its defined benefit plans, the Group is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Principal actuarial assumptions used as at the end of the reporting period:

INR in Lacs

	As on 31-Mar-19	As on 31-Mar-18
Discount rates	7.00% to 7.75%	7.00% to 7.75%
Expected rates of return on any plan assets	7.75%	7.75%
Expected rates of salary increase	5.00% to 6.00%	5.00% to 6.00%
Retirement age	60 years	60 years
Mortality rate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

Sensitivity Analysis of the defined benefit obligation **INR in Lacs**

	As on 31-Mar-19	As on 31-Mar-18
a) Impact of the change in discount rate		
Present value of obligation at the end of the period	**94**	264
Impact due to increase of 0.50 %	87	97
Impact due to decrease of 0.50 %	103	174
b) Impact of the change in salary increase		
Present value of obligation at the end of the period	**94**	**615**
Impact due to increase of 0.50 %	103	174
Impact due to decrease of 0.50 %	87	97

32. BUSINESS COMBINATIONS

i. Acquisitions during the year ended 31st March, 2018

a. Acquisition of Teleecare Network India Private Limited

On 29th March, 2018 the Group acquired 53.67% of the voting shares of Teleecare Network India Private Limited, a non-listed company based in India and specialising in the deals in trading of mobile phones and accessories.

The Group has elected to measure the non-controlling interests in the acquiree at fair value.

Telecare Network India Private Limited further has four subsidiaires1. GDN Enterprises Private Limited - Manufacturing of mobile phones.2. International Value Retails Private Limited - Retail chains for sale of mobile phones and accessories3. MPS Telecom Retail Private Limited - Retail chains for sale of mobile phones and accessories4. Telecare Network (BD) Private Limited - a foreign subsidiary, deals in trading of mobile phones and accessories in bangladesh

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Transfer or Company as at the date of acquisition were:

INR in lacs

	Fair value recognised on acquisition
Assets	
Property, plant and equipment and Intangible assets	1,685
Deferred tax assets	249
Inventories	11,585
Financial and other assets	20,291
	33,810
Liabilities	
Borrowings	11,881
Other financial liablities and other liabilities	23,178
	35,059
Net Assets acquired	**(1,249)**
Group's share in net assets acquired	(704)
Value of investments	3,478
Goodwill	**4,182**

33. GROUP INFORMATION

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name	Place of Incorporation and Principal Activity	% equity interest	
		31-Mar-19	**31-Mar-18**
FineMS Electronics Private Limited	India - Manufacturing of mobile phones	60%	60%
Optiemus Electronics Limited	India - Manufacturing of mobile phones	80%	80%
Optiemus Infracom (Singapore) Pte Ltd	Trading of mobile phones	100%	100%
Troosol Enterprises Private Limited##	Booking of Hotels rooms through online portal	60%	-
Teleecare Network India Private Limited**	Trading of mobile phones	46%	54%
GDN Enterprises Private Limited*	Manufacturing of mobile phones	46%	54%
MPS Telecom Retail Private Limited* #	Retail chain for mobile phones and accessories	-	54%
International Value Retail Private Limited*#	Retail chain for mobile phones and accessories	-	54%
Teleecare Network (BD) Private Limited*	Trading of mobile phones	46%	54%

* These entities are subsidiaries of Teleecare Network India Private Limited and are its wholly owned subsidiaries. Hence, effective interest is dislcosed.

** Teleecare Network India Private Limited are ceased to be subsidiaries wef 22.03.2019, as equity interest reduced from 54% to 46%.

These entities were ceased to be subsidiaries of Teleecare Network India Private Limited wef 22.03.2019.

Optiemus Infracom Ltd acquired shares of Troosol Enterprises Private Limited as on 22.11.2018.

The Group has 28% of interest in Travancore Marketing Private Limited.

34. COMMITMENTS AND CONTINGENCIES

a. Leases

Operating lease commitments — Group as lessor

The Company has entered into operating leases on immovable properties, with lease terms between one and five years. The Company has the option, under some of its leases, to lease the assets for additional terms of one to five years.

Company has also given certain land and building on operating lease to a third party. The lease arrangement was for 9 years and remained for a period of next 3.5 years. The rental of INR 3,583 lacs (2017-18 - INR 3,600 lacs) on such lease is included in other operating revenue.

Future minimum rentals payable under non-cancellable operating leases is NIL.

Operating lease commitments — Group as lessee

Company's significant leasing arrangements are in respect of operating leases for premises (office, stores, warehouses etc.). The group has entered into agreements to take certain land and buildings on operating leases for warehousing activities from third parties during the year. These leasing arrangements which are not non-cancellable, range between 3 years and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The lease rent of INR 525 lacs (31st March, 2018: INR 309 lacs) on such lease is included in Rent.

Future minimum rentals payable under non-cancellable operating leases are as follows:

	31st March 2019 INR in lacs	31st March, 2018 INR in lacs
Within one year	124	118
After one year but not more than five years	561	534
More than five years	158	309
	843	961

b. Contingent liabilities

INR in lacs

Nature	Financial year	31st March 2019	31st March, 2018
Sales Tax, Orissa	2008-09	2	2
Sales Tax Delhi	2008-09	75	75
Sales Tax Haryana	2006-07	16	16
Sales Tax Haryana	2010-11	16	16
Sales Tax Haryana	2013-14	20	-
Sales Tax Haryana	2014-15	5	-
Sales Tax Assam	2007-08	9	9
Sales Tax Bihar	2011-12	29	29
Sales Tax Bihar	2012-13	10	-

INR in lacs

Nature	Financial year	31st March 2019	31st March 2018
Sales Tax Bihar	2013-14	7	-
Sales Tax Uttar Pradesh	2011-12	25	25
Sales Tax West Bengal	2012-13	178	178
Sales Tax Karnataka	2011-12	31	14
Sales Tax Karnataka	2012-13	53	20
Sales Tax Gujarat	2013-14	41	41
Sales Tax Uttar Pradesh	2013-14	45	45
Sales Tax Rajasthan	2015-16	198	-
Sales Tax Rajasthan	2016-17	50	-
Sales Tax Kerala	2016-17	1	-
Sales Tax Madhya Pradesh	2015-16	53	-
Income Tax - U/s 143(1)	2009-10	-	145
Income Tax - U/s 143(1)	2010-11	-	960
Income Tax - u/s 154	2010-11	-	974
Income Tax - u/s 271(1) (c)	2011-12	-	2
Income Tax - u/s 143(1)(a)	2014-15	-	13
Income Tax - u/s 220(2)	2012-13	1	-
TDS demand		5	4
Total		**870**	**2,570**

c. **Corporate Guarantee** — **INR in lacs**

Guarantee given on behalf of	Guarantee given to	Puspose	31st March 2019	31st March 2018
GDN Enterprises Private Limited	Indusind Bank	Working Capital	3,600	10,100
MPS Telecom Retail Pvt. Ltd.	Indusind Bank	Working Capital	6,000	6,000
Optiemus Electronics Limited	Indusind Bank	For purchasing of plant and machinary and working capital	2,200	2,200
			11,800	**18,300**

35. Fair value measurements

a. Break-up of Financial instruments carried at Fair value through profit or loss

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Financial assets		
Investments	5,618	929
	5,618	**929**

b. **Break-up of Financial instruments carried at amortised costs**

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Financial assets		
Loans	5,436	10,351
Trade receivables	34,815	20,432
Cash and cash equivalents	1,707	6,385
Bank balances other than cash and cash equivalents	1,573	3,771
Other financial assets	26	523
	43,556	**41,463**
Financial liabilities		
Borrowings	4,883	13,987
Trade payables	22,886	22,559
Other financial liabilities	2,944	4,012
	30,712	**40,558**

Carrying value and approximate fair values of financial instruments are same.

36. SEGMENT REPORTING

The group has identified business segments. Business segments are primarily Manufacturing of Mobile & Mobile Accessories and Renting of Immovable Property. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed Assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

The group organized its operations as four major businesses, each reportable segment is as follows:

1. Trading of goods
2. Rental income
3. Manufacturing
4. Retail chain stores (discountinued operation)

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Segment Revenue		
a) Trading of Mobile Handset and Accessories	36,100	57,432
b) Renting Income	3,583	3,600
c) Manufacturing Business	92,125	17,791
d) others	-	310
Total	**131,808**	**79,133**
Less: Inter Segment Revenue	(12,210)	(6,896)
Net Sales/Income From Operations	**119,598**	**72,237**

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Segment Results		
Profit before Interest & Tax		
a) Trading of Mobile Handset and Accessories	(7,259)	3,104
b) Renting	2,326	2,380
c) Manufacturing Business	(1,051)	(1,991)
d) others	446	
Total	**(5,984)**	**3,939**
Less:		
(a) Interest	4,236	3,310
(b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	(6,312)	(1,612)
Total Profit before Tax	**(3,908)**	**2,241**
Profit from Discontinuing operation		
a) Mobile Retail Store chain	(1,799)	(240)
Total Profit before Tax	**(5,707)**	**2,001**

	31st March 2019 INR in Lacs	31st March 2018 INR in Lacs
Segment Assets		
INR in lacs INR in lacs		
a) Trading of Mobile Handset and Accessories	79,744	79,744
b) Renting Income	14,125	14,125
c) Manufacturing Business	15,915	15,915
d) Retail chain stores	4,901	4,901
e) others	160	160
Less: Inter segment	(14,223)	(14,223)
Other unallocated assets	-	-
Total Segment Assets	**100,623**	**100,623**
Segment Liabilities		
a) Trading of Mobile Handset and Accessories	30,922	30,922
b) Renting Income	20,538	20,538
c) Manufacturing Business	15,272	15,272
d) Retail chain stores	15,209	15,209
e) others	11	11
Less: Inter segment	(12,392)	(12,392)
Other unallocated liabilities		
Total Segment Liabilities	**69,559**	**69,559**

37. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Related parties where control exists

Subsidiaries	: Optiemus Electronics Limited : Optiemus Infracom (Singapore) Pte Ltd : FineMs Electronics Private Limited : WIN Technology : Troosal Enterprises Pvt. Ltd.
Enterprises owned or significantly influenced by key management personnel or their relatives	: G R A Enterprises Pvt. Ltd. : Fidelity Logistic Limited : Insat Exports Pvt. Ltd. : Besmarty Marketplace Pvt Ltd : Travancore Marketing Private Limited : Teleecare Networks India Private Limited : MPS Telecom Retail Private Limited : International Value Retail Pvt Ltd : GDN Enterprises Pvt Ltd : Teleecare Networks (BD) Private Limited : Telemax Links India Pvt Ltd : Jaisalmer Estates Pvt Ltd

Key Management Personnel

Name	Position	Nature of Transaction	31-Mar-19 INR in Lacs	31-Mar-18 INR in Lacs
Ashok Gupta	Director	Director Remuneration	90	90
Hardip Singh	Director	Director Remuneration	42	74
Vikas Chandra	Company Secretary	Remuneration	22	23
Anoop Singhal*	Chief Financial Officer	Remuneration	51	54
Parveen Sharma*	Chief Financial Officer	Remuneration	-	-
Deepesh Gupta	Director of MPS Telecom Pvt Ltd	Director Remuneration	4	48
Shailendra Sancheti	Chief Financial Officer of Optiemus Electronics Ltd.	Remuneration	53	54
Mr. Neetesh Gupta	Director of Teleecare Network India Pvt. Ltd	Director Remuneration	23	90
Mr. Mukesh Gupta	Director of Teleecare Network India Pvt. Ltd	Director Remuneration	44	66
Mr. Ramneek Gupta	Relative of Director of Teleecare Network India Pvt. Ltd	Remuneration	18	18
Deepesh Gupta**	Director of Teleecare Network India Pvt. Ltd	Remuneration	39	-

* Mr. Parveen Sharma appointed as Chief Financial Officer of Optiemus Infracom Ltd. in place of Mr. Anoop Singhal w.e.f. 24th April 2019

** Mr. Deepesh Gupta appointed as Director of Teleecare Network India Pvt. Ltd. w.e.f. 24th May 2019.

Subsidaries/ Associate Co.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Transactions during the year		
Sales of goods (excluding sales tax)		
Teleecare Network India Pvt Ltd	149	5,062
MPS Telecom Retail Pvt. Ltd.	-	2,435
International Value Retial Pvt. Ltd.	-	4,952
GDN Enterprises Pvt Ltd	3	67
Rental income		
Teleecare Network India Pvt Ltd	-	92
Other income		
GDN Enterprises Pvt Ltd	2	108
MPS Telecom Retail Pvt. Ltd.	-	1
Teleecare Network India Pvt. Ltd.	70	-
Interest Income		
Deepesh Gupta	85	-
Mukesh Gupta	54	-
Profit on Relinquishment of rights in property		
Ashok Gupta	183	-
Reimbursement of electricity expenses		
Teleecare Network India Pvt Ltd	0	205
GDN Enterprises Pvt. Ltd.		2
Purchases of goods		
GDN Enterprises Pvt Ltd	75	7,328
Teleecare Network India Pvt Ltd	-	148
International Value Retail Pvt. Ltd.	-	9
MPS Telecom Private Limited	-	5
Rental expense		
Fidelity Logistic Limited	-	80
Purchase of Investments		
GRA Enterprises Private Limited	-	2,334
Expenses		
Teleecare Network India Pvt Ltd	7	309
Loans repaid by the related party		
Besmarty Marketplace Pvt Ltd.	-	3
G R A Enterprises Pvt. Ltd.	172	

INR in Lacs

Particulars	As on 31-Mar-19	As on 31-Mar-18
Loans given/Repaid to the related party		
Insat Export Pvt. Ltd.	-	195
Security deposits given		
Fidelity Logistic Limited	(10)	(3)
Advance to Creditors		
Mukesh Gupta	(285)	285
Deepesh Gupta	(373)	373
Balances outstanding as at year end		
Trade receivables		
Teleecare Network India Pvt Ltd	8,952	-
Trade payables		
Fidelity Logistic Limited	-	3
GDN Enterprises Pvt Ltd	2,070	-
Advances recoverable in cash or in kind		
Fidelity Logistic Limited	-	203
Loans given		
Jaisalmer Estates Pvt Ltd	136	-
FineMS Electronics Pvt Ltd	96	-
Telemax Links India Pvt Ltd	102	326
Hardip Singh	33	33
Fidelity Logistic Pvt. Ltd.		
Travancore Marketing Pvt. Ltd.		
Security deposits given	-	7,337
Fidelity Logistic Limited	-	-
Advance to Creditors		
Mukesh Gupta	-	285
Deepesh Gupta	-	373

38. The Company had entered into agreement with Blackberry Limited for providing licensing and software services w.e.f. July 1, 2017. Under the said agreement, the Company is required to pay a minimum guarantee royalty fee against which the company has received a demand of USD 4.29 million till 31st March 2019 out of which only USD 1.5 million paid. However, the management has disputed the payment of royalty on account of delay in launch of Blackberry handsets due to the fault on part of Blackberry and out of USD 4.29 million, USD 0.72 million has recognized royalty expense till 31st March 2019. The balance amount is under dispute and has not been recognized as expense during the period.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Mukesh Raj & Co.
Chartered Accountants
Firm Registration No. : 016693N

Mukesh Goel
Partner
Membership No. : 094837

Date: 06.06.2019
Place: Noida (U.P.)

For and on behalf of the Board of Directors of Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Hardip Singh
Whole Time Director
DIN : 01071395

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Saturday, the 28th Day of September, 2019 at 10:30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Renu Gupta (DIN:00030849), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Neetesh Gupta (DIN: 00030782) as Director of the Company**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors and provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Neetesh Gupta (DIN: 00030782), who was appointed by the Board of Directors as an Additional Non-Executive Director of the Company w.e.f. 12th October, 2018 and who holds office till the date of this Annual General Meeting and who is eligible for appointment, be and is hereby appointed as Director of the Company whose period of office shall be liable to retire by rotation."

4. **To approve the waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Whole Time Director (designated as Executive Chairman of the Company) during the FY 2018-19**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and Section 197 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm waiver of recovery of excess managerial remuneration of INR 84,42,890/- (Rupees Eighty Four Lacs Forty Two Thousand Eight Hundred and Ninety Only) paid to Mr. Ashok Gupta, Whole-Time Director, designated as Executive Chairman of the Company during the financial year 2018-19, due to inadequate profits during the financial year 2018-19.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, sign and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s)/Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

5. **To approve the waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the FY 2018-19**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and Section 197 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm waiver of recovery of excess managerial remuneration of INR 36,32,018/- (Rupees Thirty Six Lacs Thirty Two Thousand Eighteen Only) paid to Mr. Hardip Singh, Whole-time Director of the Company during financial year 2018-19, due to inadequate profits during the financial year 2018-19.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, sign and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s)/Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

6. To re-appoint Mr. Ashok Gupta (DIN: 00277434) as a Whole-Time Director, designated as Executive Chairman

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in furtherance to the resolution passed by the members at the AGM held on 30th September, 2015, Mr. Ashok Gupta who was appointed as a Whole Time Director of the Company for a period of five years i.e. from 17th August, 2015 till 31st March, 2020, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from 01st April, 2020 to 31st March, 2023 on the following terms and conditions:

I. Remuneration:

a.	Basic Salary	:	INR 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month or as may be decided by the board from time to time.
b.	Bonus	:	As per the Company's Schemes and Incentives & Other as may be decided by the Board from time to time.
c.	Motor Car	:	Provision of motor car with a chauffeur.
d.	Medical	:	As per rules of the Company's Reimbursement Scheme.
e.	Leave Travel	:	As per rules of the Company's Concession Scheme.
f.	Provident	:	As per rules of the Company's Superannuation Scheme & other Funds.
g.	Gratuity	:	As per rules of the Company's Scheme.
h.	Other allowances	:	Subject to any statutory ceiling/s, Executive Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

II. Commission:

The Board will decide the amount of commission payable to him based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

III. Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure as Whole Time Director, Mr. Ashok Gupta be paid the aforesaid remuneration as minimum remuneration for that year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

IV. Mr. Ashok Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Ashok Gupta as per the provisions of Section 197 read with Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution".

7. Approval for increase in limit of Inter-corporate loans, Investments, Guarantee or security and acquisition

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force) and such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to (i) give loans to any person or other body corporate (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, however, that aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 600 Crores (Rupees Six Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to invest in the Company 's Subsidiary(ies), Joint Venture Company(ies), make loans to them; provide guarantees/security on their behalf, to person(s) on such terms and conditions as may be deemed fit and expedient by the Board of Directors of the Company as per the provisions prescribed under the Companies Act, 2013 read with rules made thereunder as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof.**"**

8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Teleecare Network India Private Limited, MPS Telecom Retail Private Limited, Optiemus Electronics Limited, GDN Enterprises Private Limited, Skyweb Infotech Limited, being an entities covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub section 2 of the Section 185 of the Companies Act, 2013, of an aggregate outstanding amount not exceeding INR 580 Crores (Rupees Five Hundred Eighty Crores) at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ Security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.**"**

By order of the Board
For Optiemus Infracom Limited

Date: 30th August, 2019
Place: Noida (U.P.)

Vikas Chandra
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 3 to 8 to be transacted at the Annual General Meeting is annexed hereto.
2. In respect of Item No. 2, 3 & 6 a statement giving additional information on the Directors appointment/re-appointmentis annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.
3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed herewith for the use of members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to *'Vikas Chandra, Company Secretary, Optiemus Infracom Limited, K-20, Second Floor, Lajpat Nagar, Part – 2, New Delhi 110024'* duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his identity at the time of attending the meeting.** Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Shareholders.
4. Corporate members intending to send their Authorized Representatives to attend the AGM, pursuant Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled Attendance Slip, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN Card/Passport/Aadhaar Card/ Driving License etc.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at its Registered Office at any time between 10:00 A.M. IST and 5:00 P.M. IST provided that not less than three days' notice in writing is given to the Company.
7. Statutory Registers including but not limited to the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting till the conclusion of AGM.
8. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered/corporate office address or by sending an E-mail to info@optiemus.com.
9. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the corporate office of the Company on all working days (Monday to Friday) during business hours, up to the date of Annual general Meeting.
10. At the 24th AGM held on 8th December, 2017, the members approved the appointment of M/s. Mukesh Raj & Co., Chartered Accountants (Firm Registration No. 016693N), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of 29th AGM, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to ratification of their appointment, by members at every AGM has been removed by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
11. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 22nd September, 2019 to Saturday, 28th September, 2019 (both days inclusive).
13. Members are requested to update immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi -110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.
14. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits the Companies to send soft copies of the annual report to all those shareholders who have registered their email address with the Company/RTA/Depository Participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their email address with the Company/RTA/Depository Participants. Accordingly, the Annual Report for 2018-19, Notice for Annual General Meeting and Attendance Slips are being sent in electronic mode to those shareholders who have registered their email address with the Company/RTA/Depository Participant. For those shareholders who have not opted for the above, the same are being sent in physical form.
15. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their e-mail address by sending the *'E-Communication Registration Form'* (as annexed to the notice) duly filled and signed, to the RTA of the Company at M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062.
16. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's Registrar and Share Transfer Agent.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
19. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. The separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this notice.**
20. **The E-voting shall commence on Wednesday, 25th September, 2019 at 9:00 A.M. IST and shall remain open till Friday, 27th September, 2019 5:00 P.M. IST.**
21. The Board in its meeting held on 30th August, 2019 has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

    The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (two) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forth with to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.optiemus.com and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

22. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.

23. Members/Proxies/Authorized Representatives should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. No Attendance Slip will be distributed at the meeting. Members are requested not to bring any article, briefcase, hand bag, carry bag etc., as the same will not be allowed to be taken inside the meeting place for security reasons. Further, the Company or any of its officials shall not be responsible for their articles, bags etc., being misplaced, stolen or damaged at the Meeting place.

24. Members may note that the Notice of 26th Annual General Meeting and the Annual Report will be available on the Company's website www.optiemus.com.

25. A Route map showing Directions to the venue of the 26th Annual General Meeting and nearby prominent landmark is given at the end of this notice.

26. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request to the Registrar and Share Transfer Agent of the Company.

27. Investor Grievance Redressal: The Company has designated an exclusive e-mail Id i.e. *info@optiemus.com* to enable investors to register their complaints/requests, if any.

By order of the Board
For Optiemus Infracom Limited

Date: 30th August, 2019
Place: Noida (U.P.)

Vikas Chandra
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

On the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors of the Company at its meeting held on 12th October, 2018 appointed Mr. Neetesh Gupta (DIN: 00030782) as an Additional Director (Non-Executive) of the Company w.e.f. 12th October, 2018 pursuant to Section 161 (1) of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Neetesh Gupta will hold office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neetesh Gupta for the office of Director of the Company. The Company has received from Mr. Gupta, his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Also, a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority has been received from Mr. Gupta.

Details regarding profile of Mr. Neetesh Gupta is given in **Annexure-1** to the notice.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 3, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

Item No. 4 & 5

The Members at Annual General Meetings held from time to time had by way of Ordinary Resolutions approved the appointment and remuneration of the following Executive Directors, on the terms and conditions as mentioned therein:

S. No	Name	Term	Date of AGM in which ordinary Resolution was passed	Date of expiration of term
1	Mr. Ashok Gupta	5 years	30th September, 2015	31st March, 2020
3	Mr. Hardip Singh	5 years	30th September, 2016	30th September, 2021

Now, as per the provisions of Companies Act, 2013 (the 'Act') read with Schedule V, the maximum remuneration that could be paid to its managerial personnel is 5% individually and 10% collectively of the net profit calculated as per Section 198 of the Companies Act, 2013.

At the time of their re-appointment, the Company had adequate profits and the remuneration paid / payable to Mr. Ashok Gupta and Mr. Hardip Singh was well within the limits prescribed under the Companies Act, 2013. However, during the last couple of years, the Indian Telecom Industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level of INR 40107 Lacs and the Profit before tax and exceptional items fell to INR 187 Lacs registering an unexpected decline of 94.88% over the previous year. The Net Profit of the Company for the financial year 31st March, 2019 stood at INR 222 Lacs as compared to Net Profit of INR 2,469 Lacs earned during the previous year.

Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2019 did not meet expectations and it is possible that the Company may also have inadequate profits in coming years. As a result of the above, the remuneration paid to Mr. Ashok Gupta and Mr. Hardip Singh for the financial year 2018-19 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The table below shows the total remuneration paid including excess amount paid to managerial personnel for the financial year ended 31st March, 2019 under Section 197 of the Companies Act, 2013:

(Amount in INR)

Particulars	Salary & Perquisites paid	Maximum permissible limit	Excess Payment
Mr. Ashok Gupta Executive Chairman	90,00,000	5,57,110	84,42,890
Mr. Hardip Singh Whole Time Director	41,89,128	5,57,110	36,32,018

Considering the contribution of these managerial personnel to the Company, it is apt and justifiable to waive off the excess remuneration paid due to inadequate profits.

The Nomination and Remuneration Committee and the Board of Directors have at their respective meetings held on 30th August, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of recovery of excess managerial remuneration paid by the Company to Mr. Ashok Gupta and Mr. Hardip Singh during the financial year 2018-19, in the interest of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 4 and Mr. Hardip Singh and his relatives to the extent of their shareholding interest, if any, in the Company for Item No. 5, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 4 and 5 respectively.

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given in the **Annexure-2** to the Notice in regard of both Mr. Ashok Gupta and Mr. Hardip Singh.

The Board recommends the Special Resolutions set out at Item No. 4 & 5 of the Notice for the approval of the Members.

Item No. 6

Mr. Ashok Gupta was re-appointed as a Whole Time Director, designated as Executive Chairman of the Company with effect from 17th August, 2015 for a period of 5 (Five) years i.e. from 17th August, 2015 till 31st March, 2020 pursuant to the approval by the members in Annual General Meeting held on 30th September, 2015 in terms of the provisions of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder. Accordingly, his term of office will expire on 31st March, 2020.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 30th August, 2019 has, subject to the approval of shareholders, re-appointed Mr. Ashok Gupta as Whole-time Director, designated as Executive Chairman of the Company for a further term of 3 (Three) years w.e.f. 01st April, 2020 on such terms and conditions as mentioned in the Resolution set out under Item No. 6 of the Notice.

The Company has received from Mr. Ashok Gupta his consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Details regarding profile of Mr. Gupta is given in **Annexure-1** to the notice.

Re-appointment of Mr. Ashok Gupta as Whole Time Director of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Ashok Gupta and remuneration payable to him is commensurate with his duties and responsibilities as the Whole Time Director and Executive Chairman of the Company. Therefore, the Special Resolution at Item No. 6 is placed before the members for their approval. The special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 6, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 6.

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given in the **Annexure-2** to the Notice in respect of Mr. Ashok Gupta.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

As per the provisions of Section 186 of the Companies Act, 2013 and as may be amended from time to time, the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted Committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. The Board accordingly recommends passing the Special resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

Item No. 8

Being a Group Company, the Company is expected to render support for the business requirements of other Companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company is unable to extend financial assistance by way of loan, guarantee or security to other entities in the Optiemus Group.

In the light of amendments effective from 7th May, 2018, replacing the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Accordingly, the Board of Directors at its meeting held on 13th August, 2019, have recommended the Special Resolution at Item No. 8 for members' approval for granting such loan or giving guarantee or providing security in connection with any such loan to such Companies as specified in resolution set out under Item No. 8 of the Notice of AGM.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities in the Optiemus Group. Hence, in order to enable the company to advance loan, give guarantee or provide security in respect of other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013, approval of members by way of Special Resolution is required to be obtained.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta, being Directors and/or members in Teleecare Network India Private Limited, MPS Telecom Retail Private Limited, Optiemus Electronics Limited, GDN Enterprises Private Limited, Skyweb Infotech Limited, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval of the Members.

By order of the Board
For Optiemus Infracom Limited

Date : 30th August, 2019
Place : Noida (U.P.)

Vikas Chandra
Company Secretary

Annexure – 1

ANNEXURE TO ITEMS 2, 3 AND 6 OF THE NOTICE

Profile of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mrs. Renu Gupta	Mr. Neetesh Gupta	Mr. Ashok Gupta
DIN	00030849	00030782	00277434
Age	55 Years	33 Years	60 years
Qualifications	Bachelor in Arts	Master's Degree in Business Management	Bachelor in Commerce
Experience (including expertise in specific functional area) / Brief resume	Mrs. Renu Gupta is a Graduate and having more than 17 years of exposure in the field of Telecom Industry. Mrs. Renu Gupta has a remarkable entrepreneurship quality and has been running all associated concerns successfully. As a Director, she is responsible for Business relations of the Company with other associations.	Mr. Neetesh Gupta holds Master's Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector. His entrepreneurship abilities landed him into being Promoter and director of the Company with a vision to take this Company to new heights.	Mr. Ashok Gupta has been on the Board of Directors of the Company since 2009. Mr. Gupta is responsible for overall operations of the Company. He is having a huge & knowledgeable experience of 39 years in the business activities in Telecom Industry, Construction, Import of Mobile Handset and Accessories. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments. He has promoted various companies in the field of Communication, Telecom, Construction and Allied Industries.
Date of first appointment on the Board	14th August, 2014	12th October, 2018	5th January, 2009
Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions	On terms & conditions as set out under Item No. 6 of the notice of Annual General Meeting
Details of last drawn remuneration and proposed remuneration	Last Remuneration Drawn: Nil Proposed Remuneration: Nil	Last Remuneration Drawn: Nil Remuneration: Nil	Last Remuneration Drawn: 90 Lakh Proposed Remuneration: 90 Lakh
Shareholding in the Company as on 31st March, 2019	69,81,111 equity shares of INR 10/- each	52,14,607 equity shares of INR 10/- each	57,54,894 equity shares of INR 10/- each
Directorships held in other Companies as on 31st March, 2019	1. Techtube Media Works Private Limited 2. Mobiphone Network India Limited 3. Eye Detectives And Investigations private Limited 4. G R A Enterprises Private Limited 5. Param Exports And Construction Private Limited 6. Skyweb Infotech Limited	1. Techtube Media Works Private Limited 2. Fidelity Logistic Limited (Formerly Pinewood Agencies Limited) 3. #Teleecare Network (India) Private Limited 4. Skyweb Infotech Limited 5. GDN Enterprises Private Limited 6. MPS Telecom Retail Private Limited 7. International Value Retail Private Limited 8. Optiemus Electronics Limited 9. Easycom Network Private Limited 10. Besmarty Marketplace Private Limited	1. Mobiphone Network India Limited 2. G R A Enterprises Private Limited 3. Param Exports And Construction Private Limited 4. Optiemus Electronics Limited 5. My Mobile Infomedia Private Limited 6. Telemax Links India Private Limited 7. Besmarty Marketplace Private Limited 8. Insat Exports Private Limited 9. Optiemus Telematics Private Limited 10. Eftdo Electronics Private Limited

Name of Director	Mrs. Renu Gupta	Mr. Neetesh Gupta	Mr. Ashok Gupta
		11. Optiemus Telematics Private Limited 12. Optiaux Technologies Private Limited 13. Eftdo Electronics Private Limited *# ceased to be associated as Director w.e.f. 24th May, 2019*	
Committee memberships held as on 31st March, 2019	None	Skyweb Infotech Limited - Audit Committee- Member - Nomination and Remuneration Committee – Member Optiemus Electronics Limited - Operations and Administration Committee – Member	Optiemus Infracom Limited - Stakeholders Relationship Committee-Member - Operations and Administration Committee – Member
Inter-se relationships between Directors	Mrs. Renu Gupta is wife of Mr. Ashok Gupta (Whole-time Director & Executive Chairman) and mother of Mr. Neetesh Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP	Mr. Neetesh Gupta is son of Mr. Ashok Gupta (Whole-time Director & Executive Chairman) and Mrs. Renu Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP	Mr. Ashok Gupta (Whole-time Director & Executive Chairman), is Husband of Mrs. Renu Gupta (Non-Executive Director) and father of Mr. Neetesh Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP
No. of Board Meetings attended during the Financial year 2018-19	5 of 10	*4 of 10	9 of 10

** Mr. Neetesh Gupta was appointed on the Board w.e.f. 12th October, 2018. In his period of office, 4 Board Meetings were held and he attended all the 4 Board Meetings.*

Annexure-2

Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of schedule V of the Companies Act, 2013 in respect of item No. 4 to 6 of the notice is as follows:

I. GENERAL INFORMATION

1. Nature of Industry

The Company was incorporated on 17th June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged in diversified business and has experience in managing, distributing and manufacturing various mobile brands and other telecommunication products in India. Also, the Company is engaged in Real Estate business and owns a real estate project in Noida.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

4. Financial performance based on given indicators

(INR in Lacs)

Particulars	Year ended on 31.03.2019	Year ended on 31.03.2018	Year ended on 31.03.2017
Total Revenue	45,422	62,269	109,210
Total Expenses	45,235	58,615	107,871
Profit before Exceptional & Extraordinary Items and Tax	187	3,654	1,339
Exceptional Items	-	-	-
Profit Before Tax	187	3,654	1,339
Profit After Tax	222	2,469	975
Earnings per equity share	0.27	2.87	1.17

5. Foreign Investments or collaborations, if any

The Company has joined hands with Canada based Mobile brand “Blackberry”. Having signed an Exclusive licensing agreement with Blackberry, Optiemus has qualified itself to design, sell, promote and provide customer support service for blackberry mobile devices in India, Sri Lanka, Nepal & Bangladesh. Apart from having one overseas subsidiary viz. Optiemus Infracom (Singapore) Pte Limited, Company has also made an investment of INR 479 lacs in M/s Ilumi Solutions Inc.

II. INFORMATION ABOUT APPOINTEE / MANEGERIAL PERSONNEL

Particular	Ashok Gupta	Hardip Singh
Background Details	Mr. Ashok Gupta, Executive Chairman, is serving on the Board since January, 2009. He holds the degree of Bachelor in Commerce and is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors and carry out such duties is entrusted to him by the Directors. He is having a huge & knowledgeable experience of 39 years in Telecom Industry. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments.	Mr. Hardip Singh is serving the Board since November, 2011. Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company. He did diploma in Marketing Management and holds a Bachelor’s degree in Arts (Economic Honors). Mr. Singh’s Broad experience of over 25 years in marketing, distribution and business development has proved to be very beneficial for the Company.
Past Remuneration (CTC for FY 2017-18)	INR 90 Lacs. There is no increase in remuneration during last three years.	INR 74 Lacs. There is no increase in remuneration during last three years.

Recognition or awards	None	None
Job Profile and his suitability	Mr. Ashok Gupta is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors	Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company.
Remuneration proposed	Waiver of remuneration as specified under Resolution No. 4 & proposed remuneration as per resolution set out under Item No. 6.	Waiver of remuneration as specified under Resolution No. 5.
Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Whole Time Director.
Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any	Mr. Ashok Gupta holds 5754894 Equity shares in the Company and is promoter of the Company. There is no inter – se relationship between the managerial personnel.	Mr. Hardip Singh doesn't holds any equity shares in the Company in his personal capacity.There is no inter-se relationship between the managerial personnel.

III. OTHER INFORMATION

1. Reasons of inadequate Profit

During the last couple of years, the Indian Telecom industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level registering an unexpected decline of profit over the previous year. Apart from this, competition from Chinese smartphone shipments which rose in immense volumes since last 3-4 years, also resulted in low sales resulting in low profits and inadequate profits.

2. Steps taken or proposed to be taken for improvement

Launched Various Products

During the FY 2018-19, the Company launched Android Mobile Phone BlackBerry® Evolve', 'BlackBerry® Evolve^{X}' and Kult Inspire. Also, the Company entered into business venture with Troosol Enterprises Private Limited, a Company engaged into the business of e-trade through its bid based software under the brand name "MagicSpree", to acquire its IP rights and to do online business of sale/purchase of mobile phones and other telecommunications by using their e-platform.

Ongoing liquidation of Non-Core Asset

With a view to offer a strong financial structure to the stakeholders of the Company, achieving better cash flows and to maintain lean organizational structure and better administrative control it has proposed to transfer "Rental Division" Business of the Company to its Wholly Owned Subsidiary Company and focus on its core business i.e. trading & distribution of mobile phones and other telecommunication products.

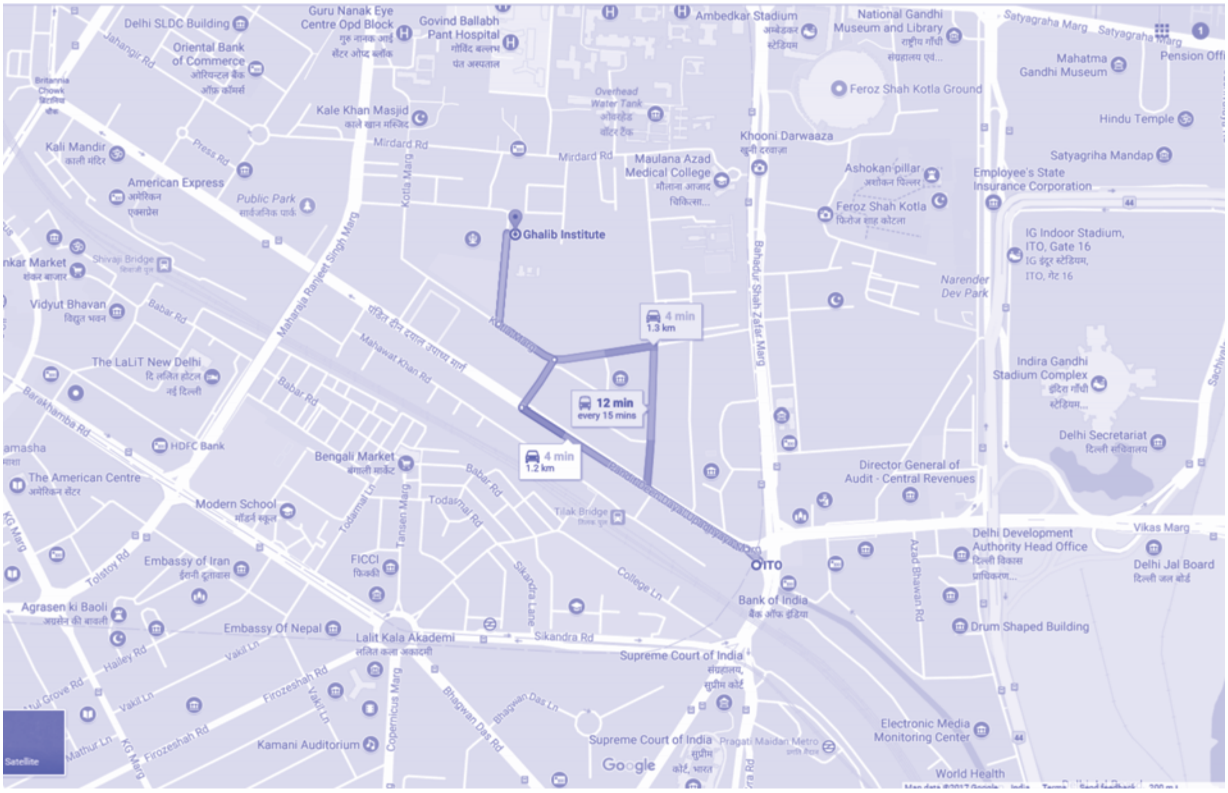
3. Expected increase in productivity and profits in measurable terms

Though the telecom industry is undergoing rapid changes, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.

IV. Disclosures:

Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Financial Statements of the Company.

ROUTE MAP FOR ANNUAL GENERAL MEETING



Venue :

Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg,
Mata Sundri Lane, ITO, New Delhi-110 002

INSTRUCTIONS FOR ELECTRONIC VOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, 25th September, 2019 at 9:00 A.M. IST and ends on Friday, 27th September, 2019 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 21st September, 2019 may cast their vote electronically. EVSN for the Company for E-Voting is 190831003. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN 190831003 for Optiemus Infracom Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Manager – CDSL, Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013, Email id: helpdesk.evoting@cdslindia.com Phone number: 1800225533

(xx) Mr. Sumit Kumar, Practicing Company Secretary having their office at 3393, 1st Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel (Membership No.: 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.

(xxi) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

(xxii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

(xxiii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.optiemus.com and on the website of CDSL within two days of passing of the resolutions and shall be communicated to BSE Ltd & National Stock Exchange of India Limited. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 26th Annual General Meeting of the Company.

The E-voting Event Number and period of E-voting are set out below:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCMENT OF E-VOTING	END OF E-VOTING
190831003	Wednesday, 25th September, 2019 at 9.00 A.M. IST	Friday, 27th September, 2019 at 5.00 P.M. IST

Note: Please read the instructions printed above before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time

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E-COMMUNICATION REGISTRATION FORM

I agree to receive all communication from the Company in electronic mode. Please register my email ID in your records for sending communication through email as per the details given below:

Folio No. : ____
(For shares held in physical mode)

DP ID : ____

Client ID : ____

Name of First Registered Holder : ____

Registered Address : ____

____

____

Email ID of the First Registered Holder
(in capital letters) : ____

Date: .... **Signature of the First Registered Shareholder ....**

Important Notes:

1) On registration, all the communication will be sent to the Registered email ID.
2) Members are requested to keep informed as and when there is any change in their email addresses to their Depository Participant(s) in case the shares are held in Demat Mode and to the RTA of the Company or at the Registered Office of the Company in case the shares are held in physical mode.

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ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Full Name of the Shareholder(s)	
Joint holder Name(s)	
Shareholder Address	
Folio No/Client ID/DP ID	
No. of Shares Held	
Name of the Proxy*	

*(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Company on Saturday, 28th September, 2019 at 10:30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

....

Member's/Proxy's Signature

Note:

- Shareholders/Proxies who come to attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.
- **No Attendance slip will be distributed at the venue.**

The Electronic Voting Particulars are as follows:

EVSN (E-VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/ SEQUENCE NUMBER
190831003		

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PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

CIN : **L64200DL1993PLC054086**

Name of the Company : **OPTIEMUS INFRACOM LIMITED**

Registered Office : **K-20, Second Floor, Lajpat Nagar Part-2, New Delhi- 110024**

Name of the member (s) :

Registered Address :

E-mail-Id :

Folio No/Client ID/DP ID :

I/We, being the member(s) of the above named company holding.......................shares, hereby appoint:

(1) Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him

(2) Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him

(3) Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY SIXTH** Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 10.30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Renu Gupta (DIN: 00030849), who retires by rotation, and being eligible, offers herself for re-appointment;
3. To appoint Mr. Neetesh Gupta (DIN: 00030782) as Director of the Company;
4. To approve the waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Whole Time Director (designated as Executive Chairman) of the Company during the FY 2018-19;
5. To approve the waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the FY 2018-19;
6. To re-appoint Mr. Ashok Gupta (DIN: 00277434) as a Whole-Time Director, designated as Executive Chairman

7. Approval for increase in limit of Inter-corporate loans, Investments, Guarantee or security and acquisition and
8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of Companies Act, 2013

Signed this .... day of 2019

Affix revenue stamp of ₹ 1/-	.... Signature of Shareholder	.... Signature of Proxy holder(s)

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

OPTIEMUS INFRACOM LIMITED
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Phone No.: 0120-6721900-905
website: www.optiemus.com