Ref. No. - OIL/CO/SE/2023-24/12 **May 20, 2023**

Listing Department
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 530135

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: OPTIEMUS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2023

Dear Sir(s),

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company viz. Optiemus Infracom Limited by M/s S.K. Batra & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2023.

Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited

VIKAS CHANDRA
Digitally signed by VIKAS CHANDRA
Date: 2023.05.20 17:08:09 +05'30'

Vikas Chandra
Company Secretary & Compliance Officer

S.K. BATRA & ASSOCIATES
Company Secretaries
IBBI Registered Valuer
Ph. 09873428930, 011-47532430
Email: skbatrapcs@gmail.com, info@skbatra.com

SECRETARIAL COMPLIANCE REPORT OF OPTIEMUS INFRACOM LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

Dear Sir,

We have examined:

(a) all the documents and records made available to us and explanation provided by your company i.e. Optiemus Infracom Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

(e) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

S.K. Batra & Associates ★ Company Secretary ★ M.No. 7714

(ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the F.Y. 2022-23)**

(v) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable for the F.Y. 2022-23)**

(viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(ix) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/	Yes	

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	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies.	Not Applicable	
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The Listed Entity has three Wholly Owned Subsidiary viz. Optiemus Infracom (Singapore) Pte Limited, GDN Enterprises Private Limited and Optiemus Electronics Limited, 2 (Two) Subsidiaries viz., FineMS Electronics Private Limited, and Troosol Enterprises Private Limited. Further, none of the subsidiary is material during the financial year 2022-23.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance	Yes	

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	the Committees at the start of every financial year as prescribed in SEBI Regulations		
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Not Applicable	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No action taken	
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No non-compliances observed	

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per **SEBI Circular CIR/CFD /CMD/114/2019 dated 18th October, 2019:**

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1	**Compliances with the following conditions while appointing/re-appointing an Auditor.**		
	(i) If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter.	NA	Since there is no resignation of statutory auditor during period under review, the clauses of **SEBI Circular CIR/CFD /CMD/114/2019 dated 18th October, 2019** relating to the resignation of statutory auditor are not applicable.
	(ii) If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter.	NA	
	(iii) Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NA	.
2.	**Other Conditions relating to resignation of Statutory Auditor**		
	<u>(i) Reporting of concerns with respect to the listed entity/its material subsidiary to the Audit Committee:</u> (a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	Since there is no resignation of statutory auditor during period under review, the clauses of **SEBI Circular CIR/CFD /CMD/114/2019 dated 18th October, 2019** relating to the resignation of statutory auditor are not applicable.
	(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /explanation from the company, the auditor shall inform the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable.	NA	

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	(c) On receipt of such information from the auditor relating to the proposal to resign as mentioned above, the Audit Committee / board of directors, as the case may be, shall deliberate on the matter and communicate its views to the management and the auditor.	NA	
	(ii) Disclaimer in case of non-receipt of information: In case the listed entity/its material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI/NFRA.	NA	
3.	The listed entity/ material subsidiary shall ensure that the conditions as mentioned in 6(A) and 6(B) above are included in the terms of appointment of the statutory auditor at the time of appointing /re-appointing the auditor. In case the auditor has already been Appointed, the terms of appointment shall be suitably modified to give effect to 6(A) and 6(B) above.	Yes	The Listed Entity has re-appointed M/s. Mukesh Raj & Co. as the statutory auditor of the company for a period of 5 (five) Financial Years Commencing from 01/04/2022 till 31/03/2027. The terms as mentioned under point 6(A) and 6(B) of the **SEBI Circular CIR/CFD /CMD/114/2019 dated 18th October, 2019** has been included in the re-appointment letter issued to the Statutory Auditor by the listed entity.

The Additional disclosures of Annual Secretarial Compliance Report as below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	Not Applicable									

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The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Submission of the statement of Investors Complaint within 21 days from the end of quarter.	Reg. 13 (3) of SEBI (LODR) Regulations, 2015	Delay in submission of Statement of Investors' Complaint with NSE for the quarte ended December 31, 2021	NSE	NSE imposed fine of Rs. 6,000/- on the Company through its letter bearing Reference No. NSE/LISTSOP/ COMB/FINES/0831 dated February 14, 2022.	The statement of Investors Complaint had to be submitted within 21 days from the end of quarter. The Company had submitted the same to NSE on January 29, 2022.	Rs. 6,000/-	The statement of Investors Complaint had to be submitted within 21 days from the end of quarter. The Company had submitted the same to NSE on January 29, 2022.	The Statement of Investors Complaint at BSE Portal was submitted on January 12, 2022, but at NSE portal, due to some technical issue, data got saved into draft and could not get submitted. Later on, upon finding non-submission of the same, the Company submitted it at NSE Portal on January 29, 2022 on suo moto basis. Also, the fine as imposed by NSE has duly been paid by the Company on time.	The non-compliance was inadvertent and one time.
2.	Non-Submission of prior notice of Board Meeting held on February 12, 2022, in which the proposal of fund raising was considered as per	Regulation 29 of SEBI (LODR) Regulations, 2015	Non-Submission of prior notice of Board Meeting	NSE	NSE imposed fine of Rs. 10,000/- on the Company through its letter bearing Reference No. NSE/LISTSOP/ COMB/FINES/0833	Non-Submission of prior notice of Board Meeting held on February 12, 2022, in which the proposal of fund raising was	Rs. 10,000/-	In response to the NSE Letter, the Company replied that the proposed fund raising	In response to the NSE's Letter, the Company replied that the proposed fund raising was an impromptu discussion that happened in the Board Meeting in which Board merely decided to	The Company also received notice from BSE, for the prior intimation which the Company

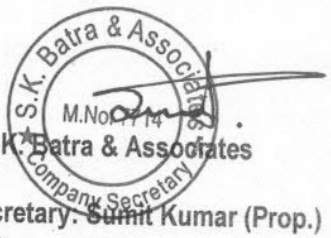
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	Regulation 29 of SEBI (LODR) Regulations, 2015				dated March 14, 2022.	considered as per Regulation 29 of SEBI (LODR) Regulations, 2015		was an impromptu discussion that happened in the Board Meeting in which Board merely decided to explore various fund raising options (i.e. may be a Preferential Issue or a Rights Issue or any other equity linked securities). The Company also requested the Exchange for waiver of fine. However on getting no reply from NSE, the Company voluntarily paid the fine of Rs. 10,000/- to NSE on April 02, 2022.	explore various fund raising options (i.e. may be a Preferential Issue or a Rights Issue or any other equity linked securities). The Company also requested the Exchange for waiver of fine. However, on getting no reply, the Company voluntarily paid the imposed fine of Rs. 10,000/- to NSE.	didn't give. The Company waited for BSE response as the Company was informed over telephonic discussion by the concerned person at BSE that the matter shall be placed before the Request Review Committee of BSE. Further, on July 26, 2022, BSE sent a regret letter for waiver of fine to the Company and imposed fine of Rs. 10,000/-, which has also been duly paid by the Company.

S.K. Batra & Associates ★ Company Secretary ★ M.No. 7714

Date: 19.05.2023

Signature:



For & on behalf of : S.K. Batra & Associates

Name of Company Secretary: Sumit Kumar (Prop.)

Place: New Delhi

FCS Number: 7714

COP Number: 8072

UDIN: F007714E000340277

Peer Reviewed Unit: Unique Identification Number: S2008DE794900