

Ref. No. - OIL/CO/SE/2021-22/11

June 24, 2021

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

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

Scrip Code: 530135

Symbol: OPTIEMUS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2021

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, 2021.

Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited

Vikas
Chandra

Digitally
signed by
Vikas Chandra

Vikas Chandra
Company Secretary & Compliance Officer

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P: 011-29840906 | Fax: 011-29840908

Corp. Office: Plot No.-2A, 1st Floor, Wing-A, Sector-126, Noida-201 301 (U.P.)

P: 0120-6721900-905 | www.optiemus.com



SECRETARIAL COMPLIANCE REPORT
OF OPTIEMUS INFRACOM LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with 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, 2021 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the F.Y 2020-21)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the F.Y 2020-21)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the F.Y 2020-21)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the F.Y 2020-21)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the F.Y 2020-21)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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:

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

Sr. No.	Compliance Requirement (Regulations/ Circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in Payment of Annual Listing Fees to Stock Exchange	There was delay of 1 day in Payment of Annual Listing Fees to BSE and NSE.

2.	Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015	Delay in submission of voting results of Postal Ballot	The Company submitted voting results of postal ballot (voting period end on 23.01.2021 at 05:00 p.m.) to BSE with delay of 43 minutes and to NSE with delay of 49 minutes due to weekly off and technical issues. Clarification Letter for such delay was submitted to NSE upon receipt of an e-mail from NSE.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) As per the information provided by the management of the Company that, there are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

(d) The listed entity has taken the following actions to comply with the qualification/observations made in the Secretarial Compliance Report of previous year:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Annual Financial Results of the Company for the Quarter and year ended 31 st March, 2019 was filed after the due date i.e. 30.05.2019 as the Board Meeting was adjourned due to lack of quorum.	31 st March, 2020	Penalty of Rs. 40,000/- as imposed by each Stock Exchange viz. BSE and NSE, was duly paid by the Company.	The Company has paid fine in this regard.

2.	During the F.Y. 2019-20, the Company has entered into material related party transactions in its ordinary course of business with its subsidiary "Optiemus Electronics Limited" for which shareholders' approval was required to be obtained.	31 st March, 2020	To ratify the material related party transactions entered into by the Company during the F.Y. 2019-20, the Company has obtained approval of shareholders in the 27 th Annual General Meeting held on 30 th September, 2020.	The Company has obtained necessary approvals as required.
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Note: In view of the second wave of the COVID19 pandemic and as per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Compliance Report in term of Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 was conducted by using appropriate Information Technology tools by virtual data sharing by way of the Company's on Google Drive and emails to access and examine relevant documents for completion of the audit.

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

**Date: 22.06.2021
Place: New Delhi**

Sumit
Kumar

Digitally signed by
Sumit Kumar
Date: 2021.06.23
17:48:44 +05'30'

**Sumit Kumar
[Proprietor]**

FCS No. 7714

C.P. No. 8072

UDIN: F007714C000496686

Peer Reviewed Unit

Unique Identification Number: S2008HR108100