

Ref. No. - OIL/CO/SE/2020-21/14

July 24, 2020

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, 2020

Dear Sir(s),

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of 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, 2020.

Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited



Vikas Chandra
Company Secretary & Compliance Officer
Membership No.: A22263

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, 2020

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, 2020 (“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;
- (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 2019-20)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;**(Not applicable for the F.Y 2019-20)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(Not applicable for the F.Y 2019-20)**
- (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 2019-20)**
- (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 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of financial Results for the quarter and year ended 31 st March, 2019	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. Penalty of

			Rs. 40,000/- as imposed by each Stock Exchange viz. BSE and NSE, was duly paid by the Company.
2.	Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the F.Y. 2019-20, the Company has entered into material transactions (i.e. exceeding 10% of the Annual Consolidated Turnover during F.Y. 2018-19) with related party, for which shareholders' approval was required to be obtained.	During the F.Y. 2019-20, the Company has entered into material related party transactions in its ordinary course of business with its subsidiary "Optimus Electronics Limited" for which shareholders' approval was required to be obtained. To ratify the material related party transactions entered into by the Company during the F.Y. 2019-20, the Board will propose the resolution before the shareholders in the ensuing Annual General Meeting.

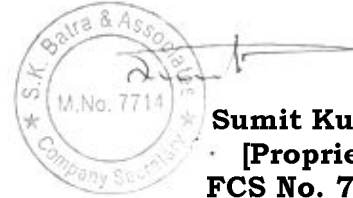
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) As per the information provided by the management of the Company that, there are no actions 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) No qualification/observation was made in the Secretarial Compliance Report of previous year, hence, the reporting on action taken by listed entity and our comments thereto, does not arise.

In terms of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 SEBI had inter alia required the listed entity and its material subsidiary to amend the terms of appointment of its statutory auditors in terms of Clauses 6(A) and 6(B) of the said Circular. In this regard we report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the listed entity and its material subsidiary during the Review Period and the listed entity and its material subsidiary has modified the terms of appointment of its existing



statutory auditor by including in their terms of appointment the conditions mentioned in Clauses 6(A) and 6(B) of the said Circular.

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



**Sumit Kumar
[Proprietor]
FCS No. 7714
C.P. No. 8072**

UDIN: F007714B000480824

**Date:21.07.2020
Place: New Delhi**