

Ref. No. - OIL/CO/SE/2019-20/17

May 28, 2019

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, 2019

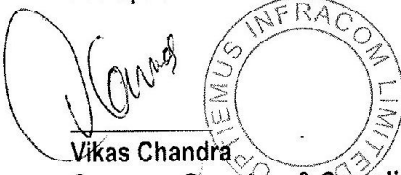
Dear Sir,

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, 2019.

Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited



Vikas Chandra
Company Secretary & Compliance Officer
M. 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, 2019

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, 2019 ("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 2018-19)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014**(Not applicable for the F.Y 2018-19);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **;(Not applicable for the F.Y 2018-19)**
- (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 2018-19)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) 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) That as this is the first year of Secretarial Compliance Report, hence there was no qualification/observation raised in the previous year, so no action is required to be taken in this respect.

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



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

Date: 24.05.2019
Place: New Delhi