



**SECRETARIAL COMPLIANCE REPORT**  
**OF OPTIEMUS INFRACOM LIMITED**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

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

Dear Sir/Ma'am,

We have examined:

- (a) all the documents and records made available to us and explanation provided by Optiemus Infracom Limited ("**the Company**" / **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 financial year ended 31<sup>st</sup> March, 2025** ("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;
  - 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. 2024-2025)**
- v. Securities and Exchange Board of India (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. 2024-2025)**
- vii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- viii. 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:

- (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-----										

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

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the financial year ended March 31, 2024	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
-----NOT APPLICABLE-----						





(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u>  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	NA
2	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	NA  NA
3	<u>Maintenance and disclosures on Website:</u>  <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul>	Yes  Yes  Yes	NA  NA  NA
4	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	NA
5	<u>To examine details related to Subsidiaries of listed entities:</u>		During the year, the

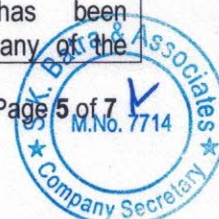


	(a) Identification of material subsidiary companies.	Yes	Company has two material subsidiary companies i.e. Optimus Electronics Limited and GDN Enterprises Private Limited
	(b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	<p>1. The Company has four Wholly Owned Subsidiaries viz. Optimus Infracom (Singapore) Pte Limited, Optimus Unmanned Systems Private Limited, GDN Enterprises Private Limited* and Optimus Electronics Limited*.</p> <p><b>*also a material subsidiary.</b></p> <p>2. The Company has three Subsidiaries viz. FineMS Electronics Private Limited, Troosol Enterprises Private Limited and Bharat Innovative Glass Technologies Private Limited.</p>
6	<u>Preservation of Documents:</u>  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	NA
7	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	NA





	(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.	NA	The Company has obtained prior approval of Audit Committee for all the related party transactions entered into by the Company.
9	<u>Disclosure of events or information:</u>  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	NA
10	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  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.	Yes	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 during the year under review.
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entity.	NA	There was no appointment or Re-appointment or Resignation of Auditors in the Company and its material subsidiaries during the period under review.
13	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for any of the SEBI regulation/ circular/	Yes	No additional non-compliance has been observed for any of the





	guidance note etc.		SEBI regulation/circular/ guidance note etc. during the year under review.
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(d) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/ re-appointing an auditor</b>		
	1. 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. 2. 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. 3. 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	There is no change in the Statutory Auditor during the period under review.
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<b>1. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</b>  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. B. In case of the auditor proposes to resign, all concerns with respect to be 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. C. On receipt of such information from the auditor	NA	There is no such concern or proposal received from the Statutory Auditors during the period under review






	<p>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.</p> <p><b>2. Disclaimer in case of non - receipt of information:</b></p> <p>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</p>	NA	There was no such requirement during the period under review.
3.	<b>The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.</b>	NA	There is no Resignation of Auditor during the period under review.

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

<b>Date:</b> 17/05/2025	<b>Signature:</b>  <b>For &amp; on behalf of:</b> S.K. Batra & Associates <b>Name of Company Secretary:</b> Sumit Kumar (Prop.)
<b>Place:</b> New Delhi	<b>FCS Number:</b> 7714 <b>COP Number:</b> 8072 <b>UDIN:</b> F007714G000369781
<b>Peer Reviewed Unit: Unique Identification Number: S2008DE794900</b>	