

Ref. No. - OIL/CO/SE/2022-23/19

May 27, 2022

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, 2022

Dear Sir(s),

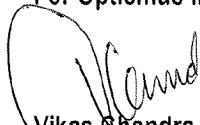
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company viz. Optiemus Infracom Limited by M/s S.K. Batra & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2022.

Kindly take the same on your records.

Thanking You,

Yours truly,

For Optiemus Infracom Limited



Vikas Ghandra

Company Secretary & Compliance Officer



OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

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

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com



SECRETARIAL COMPLIANCE REPORT
OF OPTIEMUS INFRACOM LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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, 2022 (“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 2021-22)**

- (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 2021-22)*
- (e) **Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**
- (f) **Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;** *(Not applicable for the F.Y 2021-22)*
- (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 2021-22)*
- (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	Reg. 13 (3) of SEBI (LODR) Regulations, 2015	Delay in submission of Statement of Investors' Complaint with NSE for the quarter ended December 31, 2021	The statement of Investors Complaint has to be submitted within 21 days from the end of quarter. The Company has submitted the same to NSE on January 29, 2022. Further, appropriate fine has been paid.

Note: As per Regulation 29 of SEBI (LODR) Regulations, 2015, prior intimation of at least 2 working days is required to be given to Stock Exchange for proposals to be considered for fund raising. NSE raised a query for not giving prior intimation for considering the proposal of fund raising in Board Meeting held on 12.02.2022, for which Company replied that the proposed fund raising 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 NSE 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 2, 2022.

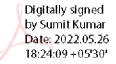
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the detail of 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 :

Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letters, debarment etc.	Observations/ Remarks of the Practicing Company Secretary
1	NSE	Delay in submission of Statement of Investors' Complaint with NSE for the quarter ended December 31, 2021	NSE imposed fine of Rs. 6000/- on the Company through its letter bearing Reference No. NSE/LIST-SOP/COMB/FINES/0831 dated February 14, 2022.	Due compliance has been done on January 29, 2022 and appropriate fine has been paid.
2	NSE	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	NSE imposed fine of Rs. 10,000/- on the Company through its letter bearing Reference No. NSE/LIST-SOP/COMB/FINES/0833 dated March 14, 2022.	In response to the NSE 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 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.

(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	Delay of 1 day in Payment of Annual Listing Fees to BSE & NSE	31st March, 2021	Due care will be taken.	Company should comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	Delay of 43 minutes & 49 minutes in submission of voting results of Postal Ballot to BSE & NSE respectively.	Postal Ballot – 25th January, 2021	Delay in submission of voting results aroused due to weekly off and technical issues. Clarification Letter for such delay has been submitted to NSE upon receipt of an e-mail from NSE.	Company should comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date: 26/05/2022	Signature: Sumit Kumar  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: F007714D000399371
Peer Reviewed Unit: Unique Identification Number: S2008DE794900	