



CORPORATE INFORMATION

BOARD OF DIRECTORS

ASHOK GUPTA, Executive Chairman
RAVINDER ZUTSHI, Managing Director
HARDIP SINGH, Whole Time Director
RENU GUPTA, Non-Executive Director
TEJENDRA PAL SINGH JOSEN, Independent Director
GAUTAM KANJILAL, Independent Director
CHARAN SINGH GUPTA, Independent Director
NARESH KUMAR JAIN, Independent Director

KEY MANAGERIAL PERSONNEL

RAVINDER ZUTSHI, Managing Director
HARDIP SINGH, Whole Time Director
VIKAS CHANDRA, Company Secretary & Compliance Officer
PARVEEN SHARMA, Chief Financial Officer

AUDITORS

RMA & Associates
Chartered Accountants
48, UG-2, Hasanpur,
I.P. Extension, Delhi - 110 092

BANKERS

Indusind Bank Limited
State Bank of India
HDFC Bank Limited
Punjab & Sind Bank

REGISTERED & CORPORATE OFFICE

K-20, 2nd Floor, Lajpat Nagar - Part-2, New Delhi-110 024
Ph. No.: 011-2984 0905, Fax: 011-2984 0908
Website: www.optiemus.com
E-mail: info@optiemus.com
CIN: L64200DL1993PLC054086

SHARE TRANSFER AGENT

BEETAL Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110 062
Phone: +91-11-2996 1281/83,
Fax: +91-11-2996 1284
Email: beetal@beetalfinancial.com

COMMITTEES OF BOARD

Audit Committee
Corporate Social Responsibility Committee
Nomination & Remuneration Committee
Stakeholder Relationship Committee
Internal Complaints Committee

LISTED AT

BSE Limited



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CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to welcome you all to the 23rd Annual General Meeting of your Company and share with you an update on overall performance of your Company during the fiscal year 2015-16.

At Optiemos, we have created a culture of high performance with a deep commitment which keeps us going in the toughest of challenges.

It was quite evident since last financial year that the sales volume of business of distribution of mobile phones faced huge drop in comparison to the market share it held in 2013 and earlier years. Not leaving Optiemos unaffected, the result of such drop in the market share is quite visible in the financials of Optiemos wherein, the total turnover of the Company has been declined by 34%. However, in order to strengthen presence in telecom sector and creating new growth ventures, your company formed a Joint Venture with Taiwan's leading original design manufacturer (ODM), 'M/s Wistron Corporation' a global Fortune 500 company to set up manufacturing facilities for telecom products in India.

It is a matter of great pride for us to actively contribute to the growing manufacturing ecosystem in the country. Embarking on this new journey, we intend to emerge as one of the top three contract manufacturers in the country in the next five years. Our collective expertise in design, manufacturing, distribution, retail and after sales services will provide a holistic solution for brands in India.

However, there may be certain growth challenges that your Company has been facing recently, but with its vision set on exploring a wider horizon, we hope to do better in FY2017.

Finally, I would like to take this opportunity to acknowledge the dedication and commitment of our board members, employees and other associates whose commitment and hard work helped deliver another successful year. I would also like to thank you our Shareholders for your continued support.

Thank You,

Ashok Gupta
Executive Chairman

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the 23rd Annual Report on the Business and operations of the Company along with the Audited Accounts for the financial year ended 31st March, 2016.

1. FINANCIAL SYNOPSIS:

Particulars	Year ended on 31.03.2016	Year ended on 31.03.2015
Revenue from Operations	190,301	255,647
Total Expenses	188,153	252,023
Profit before Exceptional & Extraordinary Items and Tax	2,801	4,448
Exceptional Items	-	-
Profit Before Tax	2,801	4,514
Tax Expense:		
(1) Current Tax	1,330	2,097
(2) Deferred Tax	(325)	(554)
(3) Taxation Adjustment of previous year (net)	(12)	12
Profit After Tax	1,808	2,960
Earnings per equity share	2.11	3.45

- *figures on standalone basis*

2. INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

During the fiscal year, amidst the sturdy Competition in the telecom Industry, the Company witnessed a bumpy ride throughout the year but has been constantly endeavoring to sustain itself in the market by expanding its horizons in other markets. The detailed information on the state of affair of the Company is covered in the Management Discussion and Analysis Report.

3. TRANSFER TO RESERVES

The Company is not mandatorily required to transfer its surplus to the General Reserve as no dividend has been proposed for the year 2015-16. Hence, current year profit has been proposed to be retained in the Profit and Loss Account.

4. DIVIDEND

The Board is of the opinion that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2015-16.

5. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of the provisions of section 73 of the Companies Act, 2013.

6. MATERIAL ORGANIZATIONAL CHANGES

It was quite evident since last financial year that the sales volume of Samsung Mobile faced huge drop in comparison to the market share it held in 2013 and earlier years. Not leaving Optiemos unaffected, the result of such drop in the market share is quite visible in the financials of Optiemos wherein, the total turnover of the Company has been declined by 34%.

To combat this downfall, Optiemos had, in previous year, shifted its focus from top line business activities to bottom line activities by focusing on manufacturing activities under its own brand 'Molife'. In a move further towards this, in line with the Government of India's 'Make in India' initiative, Optiemos initiated a Joint Venture with Taiwan's leading Original Design Manufacturer (ODM), M/s Wistron Corporation, to set up manufacturing facilities for telecom products in India. In this regard, a new Company, M/s Optiemos Electronics Limited has already been incorporated and the manufacturing plant of the Company has already been set up with a capacity of assembling around fifteen million mobile phones per annum. The Joint Venture aims to provide a complete end to end solution to global and Indian brands encompassing world class manufacturing infrastructure, distribution, retail and after sales by offering a bouquet of services under one roof will make it an unparalleled proposition in the country.

7. EXTRACT OF ANNUAL RETURN

The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report as **Annexure -1**.

8. NUMBER OF MEETINGS OF THE BOARD

There were 12 meetings of the Board held during the year. The Maximum gap between the two meetings did not exceed 120 days. Detailed information on Board Meetings is given in Corporate Governance Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance to clause (c) of sub section (3) of section 134 of the Companies Act, 2013, to the best of their knowledge and belief, the Directors of your Company hereby confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details loans and investments given falling under the provisions of section 186 of the Companies Act, 2013 are given under Note No. 10 & 11 of the notes to standalone financial statements. There was no outstanding Guarantee given by the Company at the financial year ended 2016.

11. RISK MANAGEMENT FRAMEWORK

The Company had in place a Risk Management Committee to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and in order to timely assess & thereafter minimize the risk involved. However, with SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 becoming applicable, the requirement of having Risk Management Committee was dispensed off with from certain companies; Hence, the Board decided to dissolve the Risk Management Committee and entrusted Audit Committee with all power and responsibilities of Risk Management process. The details of the Risk Management framework are provided as a part of Management Discussion and Analysis report.

12. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company approved a policy on CSR which is also hosted on Company's website under web link <http://www.optiemus.com/investor-desk/policies>

As a part of CSR initiatives, your Company during the financial year 2015-16 has amongst other activities, undertaken projects in areas of promoting Education and social & Economic welfare of the society. These projects are in accordance with schedule VII of the Companies Act, 2013.

The report on CSR is attached as **Annexure-2** to this report.

13. DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM

Section 177(9) of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called, 'Whistle Blower Policy' for employees to report to the management, instances of unethical behavior, actual or suspected, fraud or violation of the company's, code of conduct.

In compliance of the above requirements, your Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Vigil (Whistle Blower) Mechanism aims to The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Further, Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Policy is hosted on the Company's website <http://www.optiemus.com/investor-desk/policies>

14. DIRECTORS & KEY MANAGERIAL PERSONNEL

Non-Executive Directors - Changes

During the year, Mr. Naresh Kumar Jain was appointed as Independent Director on October 28, 2015. However, the appointment of Mr. Jain is subject to the ratification by the shareholders. The resolution for regularization is put for approval of the Shareholders in the notice of ensuing Annual General Meeting. His brief profile is given in the explanatory statement to the notice.

The Company has received Certificate of Independence from all Independent Directors, inter-alia, pursuant to Section 149 of the Companies Act, 2013, confirming and certifying that they have complied with all the requirements of being an Independent Director of the Company.

In accordance with section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall be liable to retire by rotation. Hence, This year, Ms. Renu Gupta retires from the Board by rotation this year and being eligible, offers herself for re-appointment. The information as required to be disclosed under Listing Regulations and Secretarial Standards in case of re-appointment of the director is provided in the Notice of the ensuing annual general meeting.

There were no pecuniary transactions or relationship of the Non-Executive Directors vis-à-vis the company.

Executive Directors - Changes

During the financial year, as also recorded in the Annual Report of 2014-15, Mr. Ravinder Zutshi was appointed as Managing Director on July 31, 2015 as Additional Director, who was later regularized by the Shareholder of the Company by passing ordinary resolution in the Annual general Meeting held on September 30, 2015.

Also, during the year, Mr. Ashok Gupta, who was originally serving as Managing Director & Chairman of the Board, voluntarily stepped down from the position of Managing Director of the Company w.e.f. August 17, 2015 and expressed his willingness to continue as Executive Director. Accordingly, this change in designation was duly approved by the Board in its meeting held on August 13, 2015, and it was decided to designate him as Executive Chairman of the Board, the other terms of appointment including remuneration being unchanged. In addition, in terms of provisions of section 196, 197 & rules made thereunder, The Shareholders passed a resolution in the Annual General Meeting held on September 30, 2015 and re-appointed Mr. Gupta as an Executive Director for a period of 5 years.

Further, Mr. Hardip Singh (DIN: 01071395) was appointed as Whole Time Director of the Company with effect from November 11, 2011, Pursuant to the approval by the members in Annual general Meeting held on September 29, 2012 for a period of five years at a time. His tenure of appointment as earlier approved by the members is due to expire on November 11, 2016. Accordingly, in terms of provisions of section 196, 197 & rules made thereunder, The Board has proposed his re-appointment as Whole Time Director of the Company for a further period of five years. The item for his reappointment is included in the Notice attached to this Annual report for approval for shareholders.

Inter-se relationship of Directors

Ms. Renu Gupta, Non-Executive Director is a relative of Mr. Ashok Gupta, Executive Director & Chairman of the Company. No other Directors are related to each other.



Selection and Appointment of Directors

The charter of Nomination and Remuneration Committee of the Board empowers it to review the structure, size, composition, and diversity of the Board, evaluation of existing skills, defining gaps and making necessary recommendations to the Board.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual evaluation of its performance, of the Directors individually as well as the evaluation of the working of its Committees. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors are placed on the Company's website www.optiemos.com under the web link <http://www.optiemos.com/investor-desk/policies> as a part of Company's Nomination & Remuneration Committee Policy.
- Based on the criteria a structured questionnaire was prepared after taking into consideration inter-alia the inputs received from the Directors (except for the director being evaluated) for the year under review. The structured questionnaire covered various aspects of the Board's functioning such as strategic alignment and direction, engagement alignment, composition and structure, dynamics and culture, ethical leadership and corporate citizenship, support to the Board, Committees evaluation and self-evaluation etc.
- The Ratings for Non-Independent Directors were given by the Independent Directors. The ratings for Independent Directors were given by all the Directors excluding the Independent Director being evaluated. The Ratings for performance of Committee was given by the entire Board.
- A consolidated summary of the ratings given by each of the directors was then prepared separately for Independent & Non-Independent Directors, based on which a report of performance evaluation was prepared in respect of the performance of the Board, its Committees and Directors during the year under review.
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their respective meetings.

The performance evaluation of individual Directors including Chairman of the Board was done in accordance with the provisions of the Companies Act, 2013 and Listing Regulations and also based on the structured questionnaire mentioned above.

Familiarizing programme for Independent Directors

Board has always endeavoured to keep them updated about the latest happenings in the Company and that have always sought their views and expertise from time to time. Also, Independent Directors generally endeavour to attend all the Board and Committee meetings of the Board and have been actively participating in the discussions.

In terms of SEBI (Listing obligations & Disclosure Requirement) Regulations, 2015 and the applicable provisions of Companies Act, 2013 which requires conduction of familiarization programme of the

independent directors including with their roles, rights & responsibilities in the company, nature of industry in which the company operates, business model of the company etc., all the Independent Directors were given a presentation on the following information on the Company:

- a. Nature of the Telecommunication Industry in which the Company operates and its further upcoming growth prospects in manufacturing industry.
- b. The business model of the Company.
- c. Their roles, rights and responsibilities
- d. Company procedures and practices

15. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure -3** forming part of the Annual Report.

16. AUDITORS

Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current Statutory Auditors of the Company, M/s RMA & Associates, Chartered Accountants (registration number: 000978N) were appointed by the shareholders at the 21st annual general meeting to hold office until the conclusion of the 25th annual general meeting, subject to ratification by shareholders at each annual general meeting.

Thus, the members are requested to ratify the appointment of M/s RMA & Associates, Chartered Accountants (registration number: 000978N) as statutory auditors of the Company and to fix their remuneration for the year 2016-17.

In compliance with section 139 of the Companies Act, 2013, the Auditors have given the Certificate of eligibility for being re-appointed. Also, the Statutory Auditors have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and that they hold a valid certificate issued by the Peer Review Board of ICAI.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors. The Auditors did not report any fraud during the year.

M/s RMA & Associates, Chartered Accountants have certified that the company has complied with the mandatory requirements of corporate governance as stipulated in Listing Regulations. The same is annexed to this report as **Annexure -4**.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made hereunder, the Company appointed M/s S K Batra & Associates, Company Secretaries in Practice (Membership number: 7714, C.P. No. 8072), to undertake the secretarial audit of the Company. Secretarial Audit Report for the financial year 2015-16 as given by M/s S.K. Batra & Associates in the prescribed form MR-3 is annexed to this Report as **Annexure -5**

The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

17. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements, inter-alia, of The Sexual Harassment of Women at Workplace (Prevention, Prohibition Redressal) Act, 2013. An Internal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the Financial Year 2015-16:

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

18. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy

Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. However, Capital expenditure on energy conservation equipment is not required, keeping in view the normal energy consumption in the business activity of the Company. Various Steps are being taken for conservation of energy and using alternate sources of energy, to name a few:

- Advocating switching off of lights and ACs when not required, turning off of PCs when not in use, setting higher temperatures on air conditioners etc to reduce consumption.
- Installed various energy saving electrical devices for saving energy.
- Puts control on usage of other electrical equipments.

Technology absorption

Taking into consideration the nature of Business of Company, No technology is being used.

Foreign exchange earnings and Outgo

The Company has continued to maintain focus on and avail of export opportunities based on economic considerations. During the year the Company has exports (FOB value) worth Rs. 114,738 lacs.

Foreign Exchange Earning & Outgo details are as follows:

Foreign Exchange details *	As on 31st March, 2016 (Figures in Lacs)
Foreign Exchange Earnings (A) (Including deemed exports & sales through export houses)	114,738
Foreign Exchange Outgo (B)	113,857
Net Foreign Exchange Earnings (A-B)	881

*The Figures are on receipt/payment basis.

19. SUBSIDIARIES/JOINT VENTURE/ASSOCIATES

As on 31st March 2016, the Company has six unlisted subsidiaries, namely,

- i. Oneworld Teleservices Private Limited
- ii. Kishore Exports India Private Limited
- iii. Optiemus Electronics Limited
- iv. Optiemus Infracom (Singapore) Pte. Limited
- v. Optiemus Metals & Mining Pte. Limited
- vi. Optiemus Infracom International FZE

During the year under purview, The Company formed a new Company in Joint venture with M/s Wistron Corporation and acquired 80% stake therein making it subsidiary of Optiemus.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statement including all of its subsidiaries, which is forming part of this report.

The financial position and performance of its subsidiaries are given in the statement containing salient features of the financial statements of the said subsidiaries in Annexure -6 to this report. In accordance with Section 136 of the Companies Act, 2013, the Annual Report of the Bank, containing therein its standalone and the consolidated financial statements has been hosted on the website www.optiemus.com. Further the annual accounts of each of the said subsidiary companies of the Company have also been hosted on the website www.optiemus.com.

Any shareholder who may be interested in obtaining a physical copy of the aforesaid documents may write to the Company Secretary at the Company's Registered Office. Further, please note that the said documents will be available for examination by the shareholders of the Company at its Registered Office during business hours.

The Company does not have any material unlisted Company as defined under Listing Regulations. The Policy for determining 'material' subsidiaries is hosted on the website of the Company under the web link <http://www.optiemus.com/investor-desk/policies>

20. RELATED PARTY TRANSACTIONS

There were no materially significant transactions with Related Parties during the financial year 2014-15 which were in conflict with the interest of the Company. During the year under reference, However, there were certain transactions with the related parties of the Company executed in ordinary course of business at arm's length. The disclosure of such transactions as required under Companies Act, 2013 attached herewith as Annexure-7. Further, Suitable disclosures as required under AS-18 have been made in Note 25 of the Notes to the financial statements.

The policy on Related Party Transactions as approved by the Board is hosted on the Company's website under the web link <http://www.optiemus.com/investor-desk/policies>

21. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.



22. SHARE CAPITAL

The paid-up equity share capital as on 31 March 2016 was Rs. 85.81Crore.

There was no public issue, rights issue, bonus issue, preferential issue or redemption of shares etc. during the year. Also, The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

23. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Board reviews the adequacy and effectiveness of the internal finance controls from time to time. The Board, in consultation with the internal Auditors and risk management committee monitors and controls the major financial risk exposures.

24. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and have implemented all the stipulations prescribed.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled 'Corporate Governance' has been included in this annual report, along with the reports on Management Discussion and Analysis.

25. ACKNOWLEDGEMENT

Your Directors wish to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Authorities, Stakeholders including Customers and other business associates who have extended their valuable support and encouragement during the year under review.

The directors also acknowledge the hard work, dedication and commitment of the employees of the Company. The enthusiasm and unstinting efforts of the employees have enabled the Company to continue being a leading player in the Retail Sector.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Place : New Delhi

Date : September 2, 2016

Ashok Gupta
Executive Chairman
DIN : 00277434

ANNEXURE-I EXTRACT OF ANNUAL RETURN

FORM NO. MGT 9

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

I	CIN	L64200DL1993PLC054086
ii	Registration Date	17/06/1993
iii	Name of the Company	Optiemos Infracom Limited
iv	Category/Sub-category of the Company	Company limited by shares
V	Address of the Registered office & contact details	K-20, 2 nd Floor, Lajpat Nagar Part - 2, New Delhi-110024
Vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Beetal Financial & Computer Services (P) Ltd. Address: Beetal House, 3 rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062, Contact:011-2996 1281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Telecommunication-Mobile Handset & Accessories	5152	98.01

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

a. Holding Company - NIL

b. Associate Company - NIL

S. No.	Name	Address of the Company	CIN/Registration No.	% of Shares held	Applicable Section
1	Oneworld Teleservices Private Limited	Khasra No. 261, Ground Floor, Westend Marg, Kohinoor Enclave, Saidulajab, Delhi-110074	U64100DL2013PTC259070	100	2(87)
2	Kishore Exports India Private Limited	K-20, Second Floor, Lajpat Nagar-II, New Delhi-110 024	U74899DL1988PTC031203	90	2(87)

3	Optiemos Electronics Limited	K-20, Second Floor, Lajpat Nagar, Part-2, New Delhi-110024	U32300DL2016PLC290355	80.08	2(87)
4	Optiemos Infracom (Singapore) Pte Limited	101 Cecil Street, # 11-10, Tong Eng Building, Singapore – 069533	201129975E	100	2(87)
5	Optiemos Infracom International FZE	TPOFCA0315, Jebel Ali, Dubai, United Arab Emirates	159004	100	2(87)
6	Optiemos Metal & Mining Pte. Limited*	101 Cecil Street, # 11-10, Tong Eng Building, Singapore – 069533	201202387E	100	2(87)

*Optiemos Metal & Mining Pte. Ltd., Singapore is the fellow subsidiary of the Company

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	25562041	0	25562041	29.79	25562041	0	25562041	29.79	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	38738500	0	38738500	45.14	38738500	0	38738500	45.14	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	64300541	0	64300541	74.93	64300541	0	64300541	74.93	0
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A = (A)(1)+(A)(2)	64300541	0	64300541	74.93	64300541	0	64300541	74.93	0
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-

b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corporate:									
i) Indian	16536538	202,300	16738838	19.51	16574303	201100	16775403	19.55	0.04
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs	491770	909847	1401617	1.63	718097	947346	1665443	1.94	0.31
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	3136273	152500	3288773	3.83	2934323	81200	3015523	3.51	(0.32)
c) Others (specify)									
Clearing Member	-	-	-	-	3143	-	3143	0.00	-
HUF	49414	0	49414	0.06	44322	-	44322	0.05	(0.01)
NRI	35008	0	35008	0.04	9816	-	9816	0.01	(0.03)
Sub-total (B)(2):-	20249003	1264647	21513650	25.07	20284004	1229646	21513650	25.07	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	20249003	1264647	21513650	25.07	20284004	1229646	21513650	25.07	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	84549544	1264647	85814191	100	84584545	1229646	85814191	100	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rekha Gupta	1123200	1.31	0	1123200	1.31	0	0
2	Mukesh Kumar Gupta	1123200	1.31	0	1123200	1.31	0	0
3	Neetesh Gupta	5214607	6.08	0	5214607	6.08	0	0
4	Deepesh Gupta	5365029	6.25	0	5365029	6.25	0	0
5	Ashok Gupta	5754894	6.71	100	5754894	6.71	0	0
6	Renu Gupta	6981111	8.14	98.57	6981111	8.14	0	0
7	GRA Enterprises Limited	38738500	45.14	0	38738500	45.14	41.56	0
TOTAL SHAREHOLDING		64300541	74.93	-	64300541	74.93	-	-

C) Change in Promoters' Shareholding

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	64300541	74.93	64300541	74.93
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change during the year			
3.	At the end of the year	64300541	74.93	64300541	74.93

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DHIRU REAL ESTATES PRIVATE LIMITED				
	At the Beginning of the year	3,090,000	3.60	3,090,000	company
	Changes during the year	NIL			
	At the end of the year	3,090,000	3.60	3,090,000	3.60
2	HARSIMRAT INVESTMENTS PRIVATE LIMITED				
	At the Beginning of the year	3,075,000	3.58	3,075,000	3.58
	Changes during the year	NIL			
	At the end of the year	3,075,000	3.58	3,075,000	3.58
3	HAYWARD TECHNOLOGIES PRIVATE LIMITED				
	At the Beginning of the year	3,050,000	3.55	3,050,000	3.55
	Changes during the year	NIL			
	At the end of the year	3,050,000	3.55	3,050,000	3.55
4	CROSS BORDER IMPORTS PRIVATE LIMITED				
	At the Beginning of the year	3,005,050	3.50	3,005,050	3.50
	Changes during the year	NIL			
	At the end of the year	3,005,050	3.50	3,005,050	3.50

5	PATALIPUTRA INTERNATIONAL LIMITED					
	At the Beginning of the year		3,000,000	3.49	3,000,000	3.49
	Changes during the year		NIL			
	At the end of the year		3,000,000	3.49	3,000,000	3.49
6	VIJAY KUMAR					
	At the Beginning of the year		1,400,000	1.63	1,400,000	1.63
	Changes during the year		NIL			
	At the end of the year		1,400,000	1.63	1,400,000	1.63
7	OMKAM GLOBAL CAPITAL PRIVATE LIMITED					
	At the Beginning of the year		850,000	0.99	850,000	0.99
	Changes during the year		NIL			
	At the end of the year		850,000	0.99	850,000	0.99
8	SUNITA SINGH					
	At the Beginning of the year		850,000	0.99	850,000	0.99
	Changes during the year		NIL			
	At the end of the year		850,000	0.99	850,000	0.99
9	DHIRU BUILDERS AND PROMOTERS PRIVATE LIMITED					
	At the Beginning of the year		120,299	0.14	120,299	0.14
	Changes during the year					
	25-December-2015	Transfer	20,000	0.02	140,299	0.16
	15- January-2016	Transfer	8,909	0.01	149,208	0.17
	22- January-2016	Transfer	(15,481)	(0.02)	133,727	0.15
	29- January-2016	Transfer	(4,123)	(0.00)	129,604	0.15
	05-February-2016	Transfer	(11,865)	(0.01)	117,739	0.13
	At the end of the year		117,739	0.00	117,739	0.13
10	ARYKITA TRADING PRIVATE LIMITED					
	At the Beginning of the year		70,000	0.08	70,000	0.08
	Changes during the year					
	26-June-2015	Transfer	163,126	0.19	233,126	0.27
	23-October-2015	Transfer	(7,881)	(0.01)	225,245	0.26
	30-October-2015	Transfer	(8,889)	(0.01)	216,356	0.25
	06-Novemer-2015	Transfer	(13,043)	(0.02)	203,313	0.23
	27-Novemer-2015	Transfer	(12,500)	(0.01)	190,813	0.22
	31-December-2015	Transfer	(33,500)	(0.04)	157,313	0.18
	08- January-2016	Transfer	(17,901)	(0.02)	139,412	0.16
	15- January-2016	Transfer	(20,736)	(0.03)	118,676	0.13
	22- January-2016	Transfer	(7,590)	(0.01)	111,086	0.12
	04- March-2016	Transfer	(1,002)	0.00	110,084	0.12
	11- March-2016	Transfer	(1,246)	0.00	108,838	0.12
	At the end of the year		108,838	0.12	108,838	0.12

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the years	12,742,378	14.84	-	-	
	Changes during the year					
	08-December-2015	Transfer	(1541)	0.00	1982	0.00
	09-December-2015	Transfer	(900)	0.00	1082	0.00
	11-December-2015	Transfer	(1000)	0.00	82	0.00
	At the end of the year		12,738,937	14.84	12,738,937	14.84

F) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	33215	335	-	33550
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	33215	335	-	33550
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	7982	25	-	8007
Net Change	(7982)	(25)	-	(8007)
Indebtedness at the end of the financial year	25233	310	-	25543
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25233	310	-	25543

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in lacs)

S.No.	Particulars of Remuneration	Name of MD/WTD			Total Amount
		Mr. Ravinder Zutshi	Mr. Ashok Gupta	Mr. Hardip Singh	
		Managing Director	Executive Chairman	Whole Time Director	
1	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	112	135	58	305
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	3	3
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission - as % of profit - others, specify...		-	-	-
5	Others, please specify		-	-	-
	Total (A)	112	135*	61	308
	Ceiling as per the Act	<p><i>Rs. 318 lacs (being 10% of the net Profit of the Company Calculated as per Section 198 of Companies Act, 2013)</i></p> <p><i>*During the year, the profit of the Company declined in comparison to previous years, due to which the total remuneration payable to Directors was exceeding the prescribed limits, however, the Company, as a proactive measure, withheld remuneration to the tune of Rs. 45 Lacs payable to Mr. Ashok Gupta.</i></p>			

B. Remuneration to other directors

(₹ in lacs)

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Gautam Kanjilal	Mr. Tejendra Pal Singh Josen	Mr. Charan Singh Gupta	Mr. Naresh Kumar Jain	Mrs. Renu Gupta	
1	Independent Directors						
	Fee for attending board committee meetings	306,000	292,000	288,000	116,000	N.A.	1,002,000
	Commission	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	
	Total (1)	306,000	292,000	288,000	116,000	-	1,002,000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	0		0
	Commission	-	-	-	-		
	Others, please specify	-	-	-	-		
	Total (2)	-	-	-	0		0
	Total (B)=(1+2)	306,000	292,000	288,000	116,000	-	1,002,000
	Total Managerial Remuneration	306,000	292,000	288,000	116,000	-	1,002,000
	Overall Ceiling as per the Act		Only sitting fees is paid to Independent director which is not more than Rs.1,00,000 as Per Section 196 & Rule 4 of Companies(Appointment & Remuneration of Managerial Personnel)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in lacs)

S.No.	Particulars of Remuneration	Name of KMP		Total Amount
		Company Secretary	CFO	
1	Gross salary:			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.40	22.40	36.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-		
3	Sweat Equity	-		
4	Commission - as % of profit - others, specify...	-		
5	Others, please specify	-		
	Total (A)	14.40	22.40	36.80

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, there was no Penalty/Punishment/compounding of offences under Companies Act, 2013.

ANNUAL REPORT FOR CSR ACTIVITIES

1. Brief outline of Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.

The Corporate Social Responsibility (CSR) activities of Optiemus are guided by the vision and philosophy of its Chairman, Shri Ashok Gupta, who embodied the concept of Social Responsibility in business and laid the foundation for ethical, value-based and transparent functioning. Optiemus, thus, endeavors to take an unprecedented step of using business to serve society. Company strongly believes that 'common good was more important than individual gain'. Though the Company is remarkable player of the Telecom Industry, with high ranking in terms of various parameters, Optiemus believes that the true and full measure of growth, success and progress lies beyond Balance Sheets or Profit planning. Through its social & moral investments, Optiemus acknowledges the needs of communities for sustainable initiatives on addressing critical social, environmental and economic needs of the underprivileged communities of our nation

In accordance with the requirements of the Companies Act, 2013 ("the Act"), the Company's CSR programs shall mainly focus on the following areas:

- **Promoting Education:** Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- **Social & Economic Welfare:** Contribution to the Prime Minister's relief fund or any other fund set up by the Central Government for socio-development and relief and welfare of the backward classes of the society & women.
- **Health and Sanitation:** Promoting health care and sanitation within the state

However, the Company may choose to undertake additional CSR Activities falling within the purview of Schedule VII of the Act, as may be amended from time to time, based on the recommendations of the CSR Committee and as may be approved by the Board of Directors.

CSR Policy:

A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board taken on 30th May 2014. The Policy, inter alia, covers the following:

- Purpose
- Objective
- Policy Statement
- Powers & Responsibility of Committee
- Budget of CSR activities.
- Execution & Implementation of projects/programmes through CSR Committee.

CSR Policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years.

The CSR Policy is placed on website of the Company under the web link <http://www.optiemus.com/investor-desk/policies>

2. Composition of the CSR Committee

The Board constituted the CSR Committee consisting of the following Directors, namely-

Name	Designation	Position
Mr. Naresh Kumar Jain	Independent Director	Chairman
Mr. Hardip Singh	Executive Director	Member
Mr. Gautam Kanjilal	Independent Director	Member

3. Average net profit of the Company for last three financial years Rs. 4195 lacs.

4. Prescribed CSR expenditure (2% of the amount as in item No. 3 above): Rs. 84 lacs.

5. Details of CSR spent during the financial year:

Total Amount to be spent for the FY 2015-16 : 84 lacs

Amount Unspent : 65.29 lacs

S No.	Amount spent: Direct or through implementing agency *	CSR Projects or activities identified	Sector in which the project is covered	Location of Projects/ Programmes	Amount outlay /approved (in lacs)	Amount spent - Direct/ Overhead (in lacs)	Cumulative expenditure upto March 31, 2016 (in lacs)
1.	Direct	Health and Sanitation	Promoting healthcare including preventive health care	Delhi/NCR	2.04	2.04	2.04
2.	Implementing Agency	Social & Economic Welfare	Socio-Development and Relief and Welfare Of The Backward Classes Of The Society & Women	Delhi/NCR	16.50	16.16	18.20
3.	Direct	Education and vocational skills	Promoting Education & employment enhancing vocational skills	Delhi/NCR	0.51	0.51	18.71
TOTAL SPENT AMOUNT					19.05	18.71	18.71
UNSPENT AMOUNT					65.29	-	-

*Implementing agencies include Shaurya Foundation trust, Manav Sewa Samiti, Prime Minister Relief Fund.

6. Reason for not spending the 2% of the average net profit (INR) of the last three financial years on CSR activities:

Keeping in view the scope of the CSR policy of the Company, The Board spent 18.71 Lacs on CSR activities in the field of Education and economic welfare. The Company could not spend remaining requisite amount as the Committee could not find appropriate trust(s) for spending on the projects as were discussed and decided by the Committee and the Board.



7. Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee:

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Sd/-
Ashok Gupta
Executive Chairman
DIN : 00277434

Sd/-
Naresh Kumar Jain
Chairman-CSR Committee
DIN: 01281538

ANNEXURE - 3

Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Mr. Ashok Gupta, Chairman & Executive Director - 1:83 Mr. Hardip Singh, Whole Time Director – 1:27 Mr. Ravinder Zutshi, Managing Director - 1:67
Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Director & Company Secretary in the financial year	Percentage increase in remuneration of following Key Managerial Personnel during 2015-16: Mr. Ashok Gupta (Chairman & Executive Director) : Nil Mr. Hardip Singh (Whole Time Director) : 20% Mr. Parveen Sharma (Chief Financial Officer) : 20% Mr. Vikas Chandra (Company Secretary) : 8%
Percentage increase in Median remuneration of employees in a financial year	Median Remuneration of Employees of the Company increased by 14.16% during the financial year 2015-16
Number of permanent employees on rolls of the Company	The Company had 301 permanent employees on the rolls of the Company as on March 31, 2016
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	Average remuneration increase for Non Managerial Personnel of the Company during the financial year was 8.86% and the average remuneration increase for the said Managerial Personnel of the Company was around 6.67%
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.	

Details of Employee(s) drawing more than Rupees Eight lac & fifty thousand only per month and other top ten employees in terms of remuneration drawn

Name of Employee	KOH KWANG OK	GURMUKH SINGH MALHOTRA	PANKAJ KUMAR GOYAL	AJIT KRISHNAMOORTHY	HARMEET SINGH BAHRA	SANJAY MIRAKHUR	N. N. TIKKU	APURBA CHAKRABORTY	BRJU MOHAN	SACHIN ARORA	ANOOP KUMAR *
Designation	SENIOR CONSULTANT	SENIOR ADVISOR	VICE PRESIDENT	SR. VICE PRESIDENT	BUSINESS HEAD - IT ACCESSORIES	ASST. VICE PRESIDENT	GENERAL MANAGER - LEGAL	SR. VICE PRESIDENT	HEAD - TAXATION	GENERAL MANAGER	HEAD - NEW BUSINESS
Per month Remuneration	893000	450000	320000	320000	220000	192000	172000	168000	166667	126667	180000
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	B. S. in Computer Science	MBA	M. Tech	B. Com	MBA, HNC	PG Diploma in Marketing & Sales	B. Com	PGDMM	CA & CS	MBA in Marketing	MBA
Experience 33 Yrs.		19 Yrs.	31 Yrs.	26 Yrs.	16 Years	25 Yrs.	37 Yrs.	25 Yrs.	28 Yrs.	16 Yrs	29 Years
Date of joining	03/04/2014	02/03/2015	21/11/2014	01/12/2015	01/01/2012	01/08/2005	01/07/2012	01/03/2016	08/06/2016	02/02/2015	10/11/2014
Age	54 Yrs.	42 Yrs.	54 Yrs.	47 Yrs.	40 Yrs	20/10/1965	64 Yrs.	48 Yrs.	53 Yrs.	39 Yrs.	51 Yrs.
Last employment	Elentec India Pvt. Ltd.	Western Digital Co.	Ecco Electronics Pvt. Ltd.	Aeon Media Pvt. Ltd.	CISCO SYSTEMS INDIA	Inova Telecom Pvt. Ltd.	Unitech Ltd	Lighting Science India Pvt. Ltd.	House of Pearl Fashion Ltd.	Aircel Ltd.	SIMMTRONICS SEMICONDUCTORS LTD.
Percentage of equity shares	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relation to Board of Directors	None	None	None	None	None	None	None	None	None	None	None

*Mr. Anoop Kumar left the company after the end of Financial Year 2015.

ANNEXURE - 4

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,
the Members
Optiemos Infracom Limited

We have examined the compliance of conditions of Corporate Governance by **Optiemos Infracom Limited** for the year ended 31st March 2016, as stipulated in:

- Clause 49 of Listing Agreement for the period April 1, 2015 to November 30, 2015
- Regulations 17 to 27 and Schedule V of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

In our opinion and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement (s) with the Stock Exchange(s) and Regulations 17 to 27 and Schedule V of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015

For RMA & ASSOCIATES
Firm Registration No: 000978N
Chartered Accountants

Sd/-
Rajiv Bajpai
Partner
Membership No-405219
Place: New Delhi
Date: September 2, 2016

ANNEXURE - 5
SECRETARIAL AUDIT REPORT
FORM NO. MR-3

For The Financial Year Ended On 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Optimus Infracom Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Optimus Infracom Limited** (hereinafter called “the Company”). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

The Company’s Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 generally complied with the statutory provisions listed hereunder and also that the company has proper Board - processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 and made available to me, according to the provisions of :-

- (i) The Companies Act, 2013 (“the Act”) and rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye - laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Financial Year 2015-2016) ;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; (Not applicable to the Company during the Financial Year 2015-2016) ;
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Financial Year 2015-2016);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ; (Not applicable to the Company during the Financial Year 2015-2016); and
 - (i) SEBI (Listing obligations and Disclosure Requirements) Regulations 2015
- (iv) Other laws applicable specifically to the Company.

The management represents that there are no laws specifically applicable to the Company which requires reporting.

I have also examined compliance with the applicable clauses of the following:-

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Listing Agreement entered into by the Company with the Stock Exchanges in India including agreement entered in pursuance to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance to Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that based on the information provided and the representation made by the Company and also on the review of the Compliance reports of the Company Secretary/ Managing Director taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes in the Company exists commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has inter alia, exercised the following powers by way of Board Resolutions passed in the Board Meetings with requisite majority:

- The Board has entered into Joint Venture with M/s Wistron Corporation ("Wistron"), a Taiwan based Company for manufacturing and distribution for consumer electronics products including mobile phones and tablets. The Joint Venture Company is incorporated, with name and style 'Optiemus Electronics Limited' having initial investment in the form of equity of Rs. 111,000,000 (Rupees eleven crore and ten lacs only) thereby constituting 80.1 % stake in the said Joint Venture Company as discussed in the Board Meeting held on 24th November, 2015.



We further report that during the audit period, there were no instances of:-

- (i) Public/Right/Preferential issue of shares/Debtenture. Sweat Equity, etc
- (ii) Redemption / Buy-back of Securities;
- (iii) Merger / Amalgamation / Reconstruction;
- (iv) Foreign technical collaborations etc.:-

or any other specific events/actions having a major bearing on the Company's affairs.

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

Place: New Delhi
Date: July 30, 2016

(Sumit Kumar)
FCS NO. 7714
C.P. NO. 8072

Annexure-1

This letter is to be read with our Report of even date, MR-3 and forms an integral part of this Report.

To,

The members,

Optiemos Infracom Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.- The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Place: New Delhi
Date: July 30, 2016

(Sumit Kumar)
FCS NO. 7714
C. P. NO. 8072

ANNEXURE - 6

Salient features of the financial statements of Subsidiaries for the year ended on 31st March 2016

Part "A": Subsidiaries

S. No.	Particulars	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016
1	Name of Subsidiary Companies	One World Teleservices Private Limited	Optiemos Electronics Limited	Kishore Exports India Private Limited	Optiemos Infracom (Singapore) Pte Ltd	Optiemos Metals & Mining Pte Ltd	Optiemos Infracom International FZE
2	Date since when subsidiary was acquired	10.10.2013	29.01.2016	05.05.2014	05.10.2011	01.02.2012	12.05.2013
3	Reporting period of the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4	Reporting Currency	Rupees	Rupees	Rupees	USD	USD	AED
5	Exchange Rate	-	-	-	66.25	66.25	18.05
6	Share Capital	100,000	1,38,600,000	9,450,400	2,290,020	1	1,156,050
7	Reserves & Surplus	(63,947,717)	-	7,733,604	(2,064,535)	3,252	(1,100,615)
8	Total Assets	21,032,253	151,811,759	17,619,294	407,267	6,658	55,435
9	Total Liabilities	84879971	13,211,759	435,290	181,782	3,405	-
10	Investment	-	-	-	1	-	-
11	Turnover	56,972,761	-	-	942,976	-	-
12	Profit before Taxation	(23,355,553)	-	(8080)	(34,765)	1,992,150	(1,032,367)
13	Provision for Taxation	-	-	-	-	-	-
14	Profit after Taxation	(23,355,553)	-	(8080)	(34,765)	1,992,150	(1,032,367)
15	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
16	% of Shareholding	100	80	90	100	100 [#]	100

*There is no such subsidiary which is yet to commence its Business

*No Subsidiary is liquidated or sold during the year

#Optiemos Metals & Mining Pte Limited is step down Subsidiary of Optiemos, being direct subsidiary of Optiemos Infracom (Singapore) Pte Ltd.

Part "B": Associates and Joint Ventures: N.A.

For and on behalf of the Board of Optiemos Infracom Limited

Sd/-

Ashok Gupta

Executive Chairman

DIN : 00277434

 Address: C5/15,
VasantKunj, New Delhi-
110070

Sd/-

Hardip Singh

Executive Director

DIN: 01071395

 Address: E-152,
SaritaVihar, New Delhi-
110044

Sd/-

Parveen Sharma

Chief Financial Officer

ATWPS6301D

 Address: 805, PremGali,
3E, Gandhi Nagar,
Delhi-110031

Sd/-

Vikas Chandra

Company Secretary

AFGPC4820F

 Address: UGF-2, Plot
No. 129, Sector 4,
Vaishali, Ghaziabad,
201010, UP

ANNEXURE-7

FORM NO. AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Details of contracts or arrangements or transactions not at arm's length basis : None

Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	M/s Teleecare Network India Private Limited Relative of a Director of the Company is Director in other Company	M/s GDN Enterprises Private Limited Relative of a Director of the Company is Director in other Company	M/s International value Retail Private Limited Relative of a Director of the Company is Director in other Company	M/s MPS Telecom Retail Private Limited Relative of a Director of the Company is Director in other Company
Nature of contracts/ arrangements/ transactions	Sale/Purchase	Sale/Purchase	Sale/Purchase	Sale/Purchase
Duration of the contracts / arrangements/ transactions	Not Defined	Not Defined	Not Defined	Not Defined
Salient terms of the contracts or arrangements or transactions including the value, if any:	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price	Transaction in ordinary Course of Business and at arm's length price
Date(s) of approval by the Board, if any:	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.	Earlier arrangement is continuing without any modification. No fresh Board Resolution passed.
Amount paid as advances, if any:	Nil	Nil	Nil	Nil

On behalf of the Board of Directors
For OptiemosInfracom Limited

Place: New Delhi
Date: September 2, 2016

Ashok Gupta
Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

• **Indian Economy**

Despite the uncertain global economic background, India remained a relatively bright spot with its growth story continuing to bloom. In F.Y 2015 India became the fastest growing major economy, surpassing China in terms of GDP growth. The 7.6% GDP growth at constant market prices in 2015-16 shows a sustained growth impetus.

The economic reforms introduced by government, a stable macroeconomic environment, the falling commodity prices, improving the ease of business, creating a more investor-friendly FDI Policy regime, introducing banking reforms are some of the factors that have helped India achieve strong economic growth estimates. Also the country's foreign reserves increased to highest levels, industrial production expanded and trade deficit reduced, positioning India as a bright spot in the current global economic scenario.

With implementation of Unified Tax system (GST) and sustained structural and fiscal forms being undertaken by the government, a more conducive business environment is forecast giving a boost to economic progress of the nation. Your Company is continually engaged in increasing its operational efficiency in order to remain cost effective to meet the challenging business environment.

Your Company's performance for the year 2015-16 has to be viewed in the context of aforesaid economic and market environment.

• **Business Segment-Telecommunication Products**

India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. Indian governments liberal growth policies have been instrumental alongwith strong consumer demand in rapid growth in telecom sector. During the year the government raised FDI Limit in telecom sector from 74 percent to 100 percent to attract FDI Inflow. This measure will facilitate telecom licensees to consolidate equity and raise domestic as well as foreign debt from the market.

The everlasting demand for wireless services has propelled the telecom sector to create sustainable resources to meet such requirements jointly with land line high speed services.

• **Business Segment-Infrastructure**

Infrastructure sector is a key driver for the Indian economy, the sector is highly responsible for propelling India's overall development. In view of growing need of Indian economy the Indian Government is leaving no stone unturned to enhance the Infrastructure and have been taking steps for increasing power generation, accelerated programmes for road development, approval of solar city projects among many others to ensure creation of world class infrastructure in the country.

2. OPPORTUNITIES

• **Telecom Products**

The telecom sector continues to be at the epicenter for growth, innovation, and disruption for virtually any industry. Mobile devices and related broadband connectivity continue to be more and more embedded in the fabric of society.



- **Telecommunication Industry Outlook**

Telecommunications is a necessary utility

The need for telecom in both rural and urban areas, and its role in the infrastructure of both developed and developing markets, continues to grow. The opportunities in the Indian telecom sector is increasing at a massive pace with the introduction of newer and innovative schemes in various sectors and at present the telecom sector in India is claimed to be one of the major contributors in India's flourishing economy.

- **Infrastructure**

Infrastructure development reflects the health of the economy of any nation because infrastructure is directly proportional to the development and growth of the country. Being a rapidly growing nation, India has always given higher importance to the infrastructure sector and it has received considerable attention from the government as well as private players.

3. THREATS

- **Telecom Products**

Regulatory and Economic Environment

Indian telecom industry has come a long way since its liberalisation era. The industry has witnessed exponential growth especially in the wireless segment in the last few years. Even though the sector has reflected promising growth there are issues which still remains to be addressed. With that in mind, here's a look at some of the key challenges facing our industry today as well as some strategies for how to deal with them.

Challenges

Our well planned capital investments, backed by a world class network, put us in a competitive position to meet the challenges in the telecom space. The other challenges that influence the business performance are:

- i. **Excessive competition**

Another major concern that has come to the forefront in the recent past has been heightened competitive intensity in the industry that has correspondingly fuelled the price war between industry players. Evidently, the competition in the industry is expected to intensify further with the entry of new players, both domestic as well as foreign players

- ii. **E-Commerce**

With the accelerating growth of e-commerce in India, the business of distribution business is facing a lot of turbulence, which is a big challenge for the industry to be combated.

- iii. **Market Risks**

We are subject to market risks from changes in interest and foreign currency exchange rates. In managing exposure to these fluctuations, we may engage in various hedging transactions that have been authorized according to documented internal policies and procedures.

- **Infrastructure (Construction and Renting)**

Infrastructure projects are associated with various types of risks:

- i. Project risk includes various risks such as completion risks, performance risks, operation & maintenance risks, financing risks, revenue risks.

4. SEGMENT WISE PERFORMANCE

- **Telecom Products**

The organized Retail of Mobile Handsets is growing rapidly in line with the increase in market share of smart phones as customers prefer to buy smart phones from organized retail stores which offer better buying experience and understanding the functions of a smart phone. Also, the Company is moving forward with its prime focus on widening its distribution services by bringing different world class organisation under its distribution network & also trade in mobile accessories as well.

- **Infrastructure (Construction And Renting)**

The Company's performance has improved consistently in this segment, where its total revenue for the F.Y. 2015-16 was Rs. 37.87 crores. Thus, we can see this segment growing keeping in pace with the Indian Government's move to develop the Infrastructure and involving the private participation for the same.

5. BUSINESS OUTLOOK

In today's information age, the telecommunication industry has a vital role to play. Considered as the backbone of industrial and economic development, the industry has been aiding delivery of voice and data services at rapidly increasing speeds, and thus, has been revolutionising human communication.

6. RISK AND CONCERNS

Broadly risk categories involved can be discussed as follows:

1. Political Instability and Government Relations

Comment: The Company operates in India. Sometimes Industrial situations are affected by political instability, civil unrest and other social tensions resulting in regime uncertainties; hence, the risk of not enjoying Government support. Such conditions tend to affect the overall business climate, especially the telecom sector, which requires stable socio-economic conditions and policy stability.

Mitigation: As a responsible corporate citizen, the Company engages proactively with key stakeholders in the societies in which it operates, and continuously assesses the impact of the changing political scenario. The Company works hand in- hand with other telecom operators in jointly representing the case for policy stability. It does its best to contribute to the socio-economic growth of the countries in which it operates through high quality services to its customers, improved connectivity, providing direct and indirect employment, and contributions to the exchequer. Through the Company's CSR activities, it contributes to the country's social and economic development, especially in the field of education.

2. Economic Uncertainties

Comment: The Company's strategy is to focus on the growth opportunities in the emerging and developing markets related to distribution and online retailing. These markets are characterised by low to medium mobile penetration, low internet penetration and relatively lower per capita incomes, thus offering more growth potential. Since the Company has borrowing, and many loans are carrying floating interest terms, it is exposed to market risks, which impact its earnings, cash flow and balance sheet.

Mitigation: As a big player in telecom sector, the Company has diversified its risks and opportunities across markets including online trading. Through a variety of services it has also spread its portfolio. The Company follows a prudent risk management policy, including hedging mechanisms to protect its cash flow. A prudent cash management policy ensures that surplus cash is up-streamed regularly to minimise the risks of blockages at times of capital controls. Finally, the Company adopts a pricing strategy that is based on twin principles of profitability and affordability, which ensures that it protects margins at times of inflation, and market shares at times of market contraction.

3. Weaknesses in Infrastructure

Comment: Several regions, particularly rural and the hinterland, are handicapped by poor quality infrastructure, such as lack of proper roads, transport, power supply, housing, labour availability, banking and security, among others. These could result in gaps, such as energy unavailability, fuel shortages, fuel theft, asset misappropriation and cash theft, among others, thereby impacting quality of its services.

Mitigation: The Company's philosophy is to share infrastructure with other operators, and enter into SLA-based outsourcing arrangements.

4. Adverse Regulatory or Taxation Developments Including Risks Related to Tax Positions

Comment: Several regulatory developments in India, have posed several challenges to the telecom sector. India's telecom sector is also a highly taxed sector with high revenue share-based license fees and spectrum charges, service taxes and corporate tax.

Mitigation: The Company has always stood for a fair, transparent and non-discriminatory Government policy on telecom regulation with regard to its business activities involving distribution and online trading. It has represented to the Government that sustainable regulatory regimes will lead to healthy growth of the telecom sector, leading to higher investments and modernisation, which in turn unleashes a growth cycle once again for all the players involved in the telecom sector.

5. Inadequate Quality of Customer Lifecycle Management in the Wake of Intense Competition

Comment: Customer mindsets and habits are changing rapidly, reflected in their ever-rising expectations in terms of quality, variety, features and pricing. The competitive landscape is also changing dramatically, day by day, as operators vie with one another to capture customer and revenue market shares. Failure to keep pace with customer expectations would result in customer churn, leading to erosion of revenues, profits and cash flows, and market share losses.

Mitigation: The Company constantly refreshes its ways of working, especially in customer service, innovation, marketing and distribution. These are now captured in the Company's integrated Customer Lifecycle Management approach, which ensures that every customer's behavior is studied, classified and segmented, followed by segmented service and price offerings. Organisational effectiveness is enhanced through appropriate design and creation of leaner and multi-functional teams. Technologies and tools, such as Business Intelligence, among others are deployed in managing the customer lifecycle.

• Risk Management Framework

Company has a defined self governed risk policy and risk management framework for all units, functional departments and project sites. This helps in identifying, assessing and mitigating the risk

that could impact the Company's performance and achievement of its business objectives. The risks are reviewed on-going basis by various process owners across the organization. The risk assessment is carried out by the Management Audit and Risk Assessment Department and a risk note is prepared and presented to the Audit Committee and a risk assessment procedure is presented to the Board of Directors annually.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board reviews the adequacy and effectiveness of the internal control from time to time. The Board, in consultation with the internal Auditors and risk management committee monitors and controls the major financial risk exposures.

The Company's philosophy towards internal controls is based on the principle of healthy growth with a proactive approach to risk management.

The Audit & Risk Management Committee reviews the effectiveness of the internal control system, and also invites functional Directors and senior management personnel to provide updates on operating effectiveness and controls, from time to time. A CEO and CFO Certificate, forming part of the Corporate Governance Report, confirm the existence and effectiveness of internal controls and reiterate their responsibilities to report deficiencies to the Audit & Risk Management Committee and rectify the same. The Company's code of conduct requires compliance with law and Company policy, and also covers matters, such as financial integrity, avoiding conflicts of interest, work place behaviour, dealings with external parties and responsibilities to the community.

The Company, on a regular basis, stores and maintains all the relevant data and information as a back up to avoid any possible risk of losing important business data. A qualified and independent audit committee of the Board comprising of all independent directors of the Company reviews the internal audit reports, adequacy of internal controls and risk management framework.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI). Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

The Company's financial performance is given as below:

i. Revenues and operating expenses

In FY 2016, the Company earned total revenues of Rs.190,954 Lacs. The net profit after tax recorded by the Company was Rs. 1,808 Lacs. Our total expenditure stood at Rs. 188,153 Lacs.

ii. Operating profit before finance charges, depreciation and amortization and exceptional items (EBITDA).

The Company earned EBITDA of Rs. 9,411 Lacs



iii. Depreciation and amortisation

The Depreciation and amortisation charges were Rs. 2,334 Lacs.

iv. Profit before/ after tax

The profit before tax was Rs. 2,801 Lacs. The net profit after tax was Rs. 1,808 Lacs.

9. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

'Humankind is the Greatest Resource'

At Optiemus, people are at the core of its business strategy. The Company's endeavour has always been to build an organisation where its people are always engaged and empowered to do their best. The Company's culture is focused on customer-centricity collaborative team work, result orientation, entrepreneurial mindset and developing people. The Company's HR strategy also aims to create a future ready pool of talent across all levels.

The year 2015-16 saw a host of initiatives around talent management and development to identify and accelerate the Company's high-potential employees, as well as building the right set of capabilities for all businesses. Efforts towards developing functional capabilities across the organization continued, with the review of the Company's current skill levels and development of functional academies to build next-generation functional and domain capabilities.

Owing to the competitiveness and diversity of Indian markets, the Company strives to ensure adequate succession planning of its leadership talent pool. It is increasingly grooming and hiring talent locally and across the country. This has helped the Company's businesses keep their ears close to the ground and progressively increase their business performance. In line with the Company's focus on employee empowerment, it also designed new 'Ways of Working' to deliver high operational excellence and governance.

The Company recognizes and appreciates the contribution of all its employees in its growth path. Our Company strives to retain talent by facilitating career growth through job enrichment and empowerment, as it believes that the pool of the human resource is the biggest asset of the organization. Your Company maintains a cordial relationship with its employees through a constructive work environment in support of productive gains.

10. CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute forward looking statements within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

CORPORATE GOVERNANCE REPORT

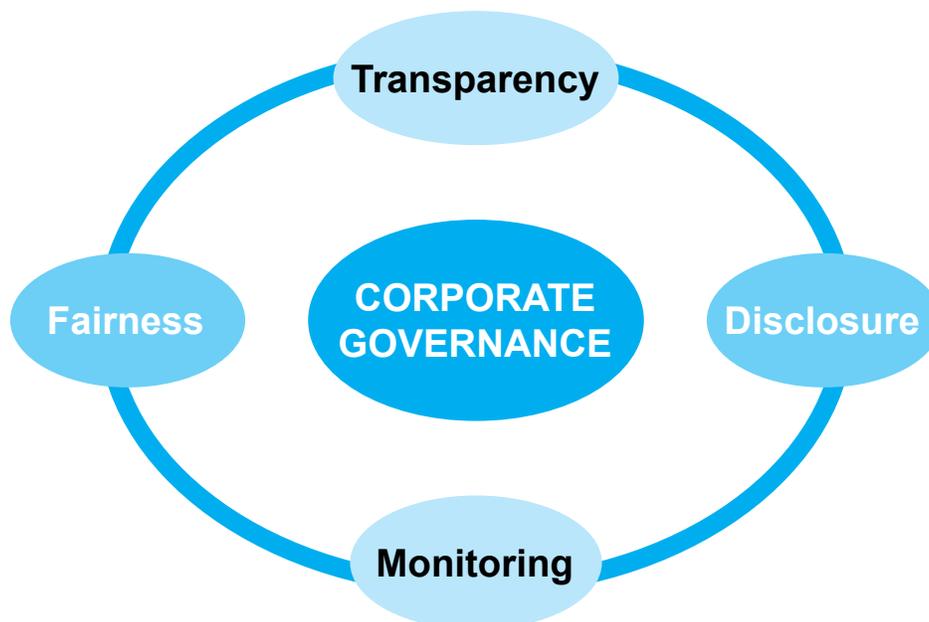
SEBI vide its notification dated September 2, 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') which were made applicable with effect from December 1, 2015, and repealed the erstwhile Listing Agreement with the Stock Exchanges.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In today's scenario, with all structural shifts happening in the regulatory environment, customer preference and business models, a Company can survive and sustain only by incorporating best governance practices in its way of doing business. Your Company has set an objective of making it as a preferred service provider by enhancing the quality of its offerings and as a part of its growth strategy it believes in adopting sustainable 'best practices' that are followed in the area of Corporate Governance across various geographies. Your Company believes that good corporate governance goes beyond good management of the Company; it includes furthering and protecting the interests of all its stakeholders including the shareholders, employees, suppliers, customers, etc. It also includes taking steps to fulfil the needs of the society where the Company is operating. Our business operations are directed and controlled by best governance practices.

Optimus firmly believes that Corporate Governance is a culture under which an organization is nurtured and flourishes by using its core values and the means by which it fulfils the public trust. At Optimus, it is not just a compliance with laws and ethical standards instead it is important business investment which is not only necessary to preserve your Company's reputation but also crucial for obtaining and retaining the business.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all.





The Company has always strived to promote Good Governance practices which ensure that:

- A competent management team at the helm of affairs and employees have a stable environment and
- Board is strong enough with good combination of Executive and Non-Executive Directors, including Independent Directors, who represent the interest of all stakeholders.

Your Company is committed to benchmark itself with the best standards of Corporate Governance, not only in form but also in spirit. The Corporate Governance guidelines are in compliance with the requirements of Listing Regulations. In its pursuit of excellence towards corporate governance, Company has adopted the Whistle Blower Policy, Code of Conduct for its Directors and Employees, Code of Conduct for Prevention of Insider Trading and Good Corporate Disclosure Practices.

Further, the detailed report on implementation of Corporate Governance is set out herein below:

2. BOARD OF DIRECTORS

The culture of a Company is strongly influenced by the quality of governance and leadership demonstrated by the Board of Directors. Diversity in the Board equals diversity in ideas. The Company has a high profile Board with varied management expertise. In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive, non-executive directors and Independent Directors to maintain the independence of the Board.

i. Composition

Listing Regulations mandate that for a Company with an executive chairman, at least one-half of the board should be independent directors; the Company has an optimum combination of Executive & Non-Executive Directors and one Woman Director. On 31st March 2016, the Board of the Company consisted of eight directors, of whom three were executive, out of which one being the chairman of the Board, four were non-executive independent and one was non-executive and non-independent.

Since, the Company has an executive chairman. Hence, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires that if the chairman of a listed Company is executive Director, then atleast one half of the Board of the Company should consist of Independent Directors. As shown in table 1, this provision is met at Optiemus.

Also, none of the independent Directors has any pecuniary relationship with the Company except entitlement to sitting fees for attending Board/Committee meetings from the company.

The requisite information as per the requirements of Regulation 17 of the Listing Regulations for the period ended 31st March 2016 is provided in following Table 1.

TABLE 1

Name of Director & DIN	Category	Designation	Attendance Particulars			Number of Directorship*	Committees Position in Indian Companies**	
			Board Meetings held	Board Meetings attended	Last AGM		Public	Member
Ashok Gupta 00277434	Promoter & Executive Director	Executive Chairman	12	11	No	3	1	-
Ravinder Zutshi 00520290	Executive Director	Managing Director	12	9 [#]	No	2	-	-
Hardip Singh 01071395	Executive Director	Whole-Time Director	12	12	Yes	1	1	-
Renu Gupta 00030849	Non-Executive Director Non-Independent Director	Director	12	11	No	2	-	-
Gautam Kanjilal 03034033	Non-Executive Independent Director	Director	12	12	Yes	3	2	2
Tejendra Pal Singh Josen 02485388	Non-Executive Independent Director	Director	12	12	Yes	1	-	1
Charan Singh Gupta 06744568	Non-Executive Independent Director	Director	12	12	No	1	1	-
Naresh Kumar Jain 01281538	Non-Executive Independent Director	Director	12	4 ^{##}	No	2	2	-

* Includes Directorship in Optiemos Infracom Limited and excludes directorship in Private Companies, Foreign Companies, Companies registered under section 8 of the Companies Act, 2013 and alternate Directorships.

** For the purpose of considering the limit of Committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered. Also includes Membership & Chairmanship in Optiemos Infracom Limited.

Nine meetings were held since the appointment of Mr. Ravinder Zutshi

Five meetings were held since the appointment of Mr. Naresh Kumar Jain.

NOTES:

- (i) No Director of the Company holds directorship in excess of the limit specified in sub section (1) of section 165.
- (ii) None of the Directors of the Company is a member in more than 10 Committees and Chairman of more than 5 Committees across all the companies in which he is a Director. Disclosures in this regard have been made by the Directors for the current year.

II. DETAILS OF BOARD MEETINGS HELD DURING THE YEAR

During the financial year ended 31st March 2016, The Board met twelve (12) times. (See Table 2)

TABLE 2

Date of the Board Meeting	Maximum gap permitted between two consecutive meetings	Board Strength	No. of Directors Present
30th May, 2015	 120 days	6	6
23rd June, 2015		6	6
31st July, 2015		6	6
13th August, 2015		7	7
2nd September, 2015		7	7
9th October, 2015		7	7
28th October, 2015		7	7
9th November, 2015		8	8
24th November, 2015		8	8
16th January, 2016		8	6
13th February, 2016		8	7
1st March, 2016		8	8

III. INFORMATION AVAILABLE TO THE BOARD

In advance of each meeting, the Board is presented with relevant information on various matters related to working of the Company, especially those that require deliberation at the highest level. The Board is given presentations covering Finance, Sales, marketing, major segments and operations of the Company, overview of the business operations of major subsidiary companies, global business environment, all business areas of the Company including business opportunities, business strategy and risk management practices before taking on record the quarterly/annual financial results of the Company. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, new investments, compliance with statutory/regulatory requirements and major accounting provisions are considered by the Board. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings. Further to this all the information relevant to a Company as required under listing regulations is also made available to the Board.

3. REMUNERATION OF DIRECTORS

i. Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on Company's website under the web link.

ii. Pecuniary transactions with Non-Executive Directors

During the year under review, there were no pecuniary transactions with any non-executive Director of the Company.

The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by the Company Secretary of the Company.

iii. Criteria of making payments to Non-Executive Directors

Non Executive Directors of the Company are paid sitting fees for attending Board/Committee meetings, The Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on the website of the Company under the web link <http://www.optiemus.com/investor-desk/policies>.

iv. Remuneration of Executive Directors

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high caliber talent.

Remuneration of Executive Directors is decided based upon their qualification, experience, and contribution at the respective positions in the past and expected future benefits to the company and is consistent with the existing industry practice. Executive Directors are entitled for the remuneration as follows:

- (i) Salary and commission not to exceed limits prescribed under the Companies Act, 2013, revised from time to time depending upon the performance of the Company.
- (ii) No Sitting Fees is being paid to them.

Details of the remuneration paid to Executive Directors and there shareholding in the company for the year ended March 31, 2016 is as follows:

(Amt in Lacs)

Sl. No.	Name of Directors	Gross Salary (Amt in Lacs)	Commission	Sitting Fees	Stock Options	Shareholding in the Company & %
1	Mr. Ashok Gupta	135*	Nil	Nil	Nil	57,54,894 (6.71%)
2	Mr. Ravinder Zutshi	112	Nil	Nil	Nil	Nil
3	Mr. Hardip Singh	61	Nil	Nil	Nil	Nil

**During the year, the profit of the Company declined in comparison to previous years, due to which the total remuneration payable to Directors was exceeding the prescribed limits, however, the Company, as a proactive measure, withheld remuneration to the tune of Rs. 45 Lacs payable to Mr. Ashok Gupta.*

v. Remuneration of Non-Executive Directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website under the web link <http://www.optiemos.com/investor-desk/policies>

Non- Executive Directors are entitled for sitting fees for attending each Board and Committee meetings. Further, no Commission is being paid to any of the Non-Executive Director of the Company.

The Company does not have material pecuniary relationship or transactions with its Non-Executive Directors.

Details of the remuneration paid to Non-Executive Directors and there shareholding in the company for the year ended March 31, 2016 is as follows:

Sl. No.	Name of Directors	Sitting Fees (Amt in ₹)	Commission (Amt in ₹)	Shareholding in the Company
1	Mr. Gautam Kanjilal	306,000	Nil	2850 Shares (0.0003%)
2	Mr. Tejendra Pal Singh Josen	292,000	Nil	Nil
3	Mr. Charan Singh Gupta	288,000	Nil	Nil
4	Mr. Naresh Kumar Jain	116,000	Nil	Nil
5	Mrs. Renu Gupta	Nil	Nil	6,981,111 (8.14%)

4. BOARD COMMITTEES

As on 31st March, 2016, the Board had Five (5) Board Level Committees. (See table 3)

TABLE 3

Committee	Position
Audit Committee	Mr. Gautam Kanjilal, Chairman (Independent, Non-Executive)
	Mr. Charan Singh Gupta, Member (Independent, Non-Executive)
	Mr. Naresh Kumar Jain, Member (Independent, Non-Executive)
Stakeholder Relationship Committee	Mr. Tejendra Pal Singh Josen, Chairman (Independent, Non-Executive)
	Mr. Ashok Gupta, Member (Non Independent, Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)
CSR Committee	Mr. Naresh Kumar Jain, Chairman (Independent, Non-Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)
	Mr. Gautam Kanjilal, Member (Independent, Non-Executive)
Nomination & Remuneration Committee	Mr. Tejendra Pal Singh Josen, Chairman (Independent, Non-Executive)
	Mr. Naresh Kumar Jain, Member (Independent, Non-Executive)
	Mr. Charan Singh Gupta, Member (Independent, Non-Executive)
Internal Complaints Committee	Ms. Upma Batra, Presiding Officer
	Ms. Renu Gupta, Member
	Mr. Vikas Chandra, Member
	Mr. Nagender Nath Tikku, Member

The Board is responsible for the constituting, assigning, co-opting and fixing of terms of service for committee members of various committees. The Chairman of the Board, in consultation with the Company Secretary of the Company and the Committee Chairman, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members or one-third of the members of the committees, whichever is higher. In the case of all the above committees of Optiemos Infracom Limited, two members constitute the quorum subject to the specific provisions laid down in the Listing Regulations & Companies Act.

I. AUDIT COMMITTEE

A. Broad Terms Of Reference

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. With the applicability of Listing Regulations thereby replacing erstwhile Listing Agreement with Stock exchanges, The Board revised the terms of reference of this Committee to cover the matters specified for Audit Committee under Listing Regulations along with the Companies Act, 2013. The revised terms of the reference of Audit Committee include inter alia the following:

- **Powers of Audit Committee**

- (i) To investigate any activity within its terms of reference.
- (ii) To seek information from any employee.
- (iii) To obtain outside legal or other professional advice.
- (iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

- **Key responsibilities of Audit Committee**

- a) To oversight the Company's financial reporting process and the disclosures of its financial information to ensure that financial statement is correct, sufficient and credible;
- b) To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- c) To approve payment to statutory auditors for any other services rendered by the statutory auditors;
- d) To review, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 2. Changes, if any, in accounting policies and practices and reasons for the same
 3. Major accounting entries involving estimates based on the exercise of judgment by management
 4. Significant adjustments made in the financial statements arising out of audit findings
 5. Compliance with listing and other legal requirements relating to financial statements
 6. Disclosure of any related party transactions
 7. Qualifications in the draft audit report

- e) To review and examine the quarterly/annual financial statements and auditor's report thereon before submission to the board for approval;
- f) To review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) To review and monitor the Auditor's performance and independence and effectiveness of audit process;
- h) approval or any subsequent modification of transactions of the listed entity with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) To discuss with internal auditors any significant findings and follow up there on;
- o) To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Vigil (Whistle Blower) mechanism
- s) To approve appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- t) To carry out any other function as is mentioned in the terms of reference of the Audit Committee.
- u) The audit committee shall mandatorily review the following information:
 1. management discussion And analysis of financial condition and results of operations;
 2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
 3. management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. internal audit reports relating to internal control weaknesses; and

5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B. Composition, Meetings & Attendance of the Committee

The Audit Committee of the Company has been constituted as per the requirements of Listing Regulations. The composition of the Audit Committee is given in **Table 3** above.

Mr. Vikas Chandra, Company Secretary of the Company acts as Secretary of the Committee.

The Audit Committee met four (4) times during the year on 30th May, 2015, 13th August, 2015, 9th November, 2015 and 13th February, 2016. The gap between two meetings did not exceed four months. The attendance particulars for the said meetings held during the year are as under:

Name of Director	Category	No of Meetings held	No of Meetings Attended
Mr. Gautam Kanjilal	Chairman (Independent & Non Executive Director)	4	4
Mr. Tejendra Pal Singh Josen	Member (Independent & Non Executive Director)	2*	2
Mr. Charan Singh Gupta	Member (Independent & Non Executive Director)	4	4
Mr. Naresh Kumar Jain*	Member (Independent & Non Executive Director)	2*	2

**During the year Mr. Naresh Kumar Jain was appointed as member of Audit Committee in place of Mr. Tejendra Pal Singh Josen.*

• INTERNAL AUDITORS

The Company has In house Internal Auditor Team to review the internal controls system of the Company and to report thereon. The reports of the internal auditor are reviewed by the Audit Committee. The audit is based on an Internal Audit Plan, which is reviewed each year in consultation with the statutory auditors and the Audit Committee. The planning and conduct of internal audit is oriented towards the review of controls in the management of risks and opportunities in the Company's activities. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations.

II. STAKEHOLDER RELATIONSHIP COMMITTEE

A. Terms of Reference

With the applicability of Listing Regulations thereby replacing erstwhile Listing Agreement with Stock exchanges, The Board revised the terms of reference of this Committee to cover the matters specified for Stakeholder Relationship Committee under Listing Regulations along with the

Companies Act, 2013. The revised terms of the reference of Stakeholder Relationship Committee include inter alia the following:

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends

B. Composition, meetings and attendance

The composition of the Stakeholders Relationship Committee is given in **Table 3** above. Mr. Vikas Chandra, Company Secretary of the Company acts as Secretary of the Committee.

During the year under review, Committee met Eleven (11) times. Attendance particulars of members are as follows:

S. No.	Name of Director	Category	No of meetings held during the tenure of chairman/member	No of meetings attended
1	Mr. Gautam Kanjilal	Chairman (Independent & Non-Executive Director)	5*	5
2	Mr. Ashok Gupta	Member (Chairman & Executive Director)	11	10
3	Mr. Hardip Singh	Member (Non Independent & Executive Director)	11	10
4	Mr. Tejendra Pal Singh Josen*	Chairman (Independent & Non-Executive Director)	6*	6

**During the year Mr. Tejendra Pal Singh Josen was appointed as Chairman of the Committee in place of Mr. Gautam Kanjilal.*

C. Status of Investor complaints received by the Company during the year under review is as follows:

Particulars	Pending as on April 1, 2015	Received during the Year	Disposed during the Year	Complaint not solved to the satisfaction of shareholder	Pending as on March 31, 2016
No of Complaints	Nil	13	13	Nil	Nil

D. COMPLIANCE OFFICER

Mr. Vikas Chandra, Company Secretary is the designated Compliance Officer of the Company. The Compliance Officer can be contacted on info@optiemos.com or cs.vikas@optiemos.com.

III. Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee is given in **Table 3** above.

During the year under review, the Committee met twice during the financial year 2015-16.

A. Terms of Reference:

1. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity and ability to represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees (referred as 'Nomination and Remuneration Policy').
5. Committee shall, while formulating the 'Nomination and Remuneration Policy, ensure that—
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
 - d) Nomination and remuneration policy shall be disclosed in the Board's report.
6. Annual review of the salary, bonus and other compensation plans of the CEO, CFO and Senior Management team of the Company.
7. Review and recommend to the Board, the salary, bonus and compensation plans for all the executive directors of the Company.
8. Framing suitable policies and systems to ensure that there is no violation, by an employee or Company of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time; or
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003.
9. Administer the implementation and award of stock options under the stock option plans of the Company.
10. Recommend to the Board of Directors of the Company on any other employment incentives as the committee deems it appropriate in the best interests of the Company.
11. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the company's articles of association, or directive of the Board.
12. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.

13. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively. The Board of Directors as a whole shall also evaluate the performance of the committee.
14. The Committee shall carry out such other functions as may be required by any law for the time being in force.

This Policy is placed on website of the Company under the web link <http://www.optiemus.com/investor-desk/policies>.

B. Attendance particulars of members are as follows:

S. No.	Name of Director	Category	No of meetings of held	No of meetings attended
1	Mr. Tejendra Pal Singh Josen	Chairman (Independent & Non-Executive Director)	2	2
2	Mr. Gautam Kanjilal*	Member (Independent & Executive Director)	2	2
3	Mr. Charan Singh Gupta	Member (Independent & Executive Director)	2	2
4	Mr. Naresh Kumar Jain*	Member (Independent & Executive Director)	Nil	Nil

**During the year, Mr. Naresh Kumar Jain was appointed as Member of the Nomination & Remuneration Committee in place of Mr. Gautam Kanjilal*

C. Extract of Policy relating to the Remuneration for the Executive Directors, KMP and Senior Management Personnel

i. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Nomination and Remuneration Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Nomination and Remuneration Committee to the Board which should be within the slabs approved by the Shareholders in the case of Executive Directors/Manager.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

e) Stock Options:

The Directors, KMP and Senior Management excluding Independent Directors shall be entitled to stock option of the Company.

ii. Remuneration

a. To Executive Directors, KMP & Senior Management

• Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

• Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors/Manager in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

• Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive / Independent Director:

• Sitting Fees:

The Independent Directors of the Company are entitled to receive remuneration by way of fees for attending meetings of Board or Committee thereof for an amount as may be approved/ revised by the Board of Directors, however, within the prescribed Statutory limit Rs.1,00,000 per meeting of the Board or Committee thereof.

• Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Notes:

The total managerial remuneration payable by a public company to its directors, including managing director and whole time director in respect of any financial year shall not exceed 11% of the net profits of the company. Any payment exceeding 11% would require Central Government approval.

The remuneration payable to any one managing director; or whole time director shall not exceed 5% of the net profits of the company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors taken together. Any payment exceeding the said 5% or 10% limits would require the approval of the shareholders.

The remuneration payable to all the non-executive directors shall not exceed 1% of the net profits of the Company, if there is a managing or whole time Director. As there is a Managing Director and an Executive Chairman in the Company, the applicable limit is 1% of the net profit. Any payment exceeding 1%, would require the approval of the shareholders subject to the overall limit of 11%.

However, the Company in general meeting may, with the approval of the Central Government, authorize the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

It is to be noted that the entire Nomination & Remuneration Policy of the Company is available on web site of the Company under the web link <http://www.optiemos.com/investor-desk/policies>.

D. Details of Remuneration paid to all Directors during the financial year ended 2015-16.

These details are provided in the extract of the Annual Return, annexed to the Directors Report in Form MGT-9 as required under the provisions of Section 92 of the Companies Act, 2013.

- Apart From above mentioned committees, pursuant to the requirement of Companies Act, 2013, Company has also constituted other Committees. The details & Composition is given in **Table 3**.

5. GENERAL BODY MEETINGS

A. ANNUAL GENERAL MEETINGS

Location and time of the last 3 Annual General Meetings are as mentioned hereunder:

AGM	Day, Date & time	Venue	Subject Matter of the Special Resolutions so passed
20th AGM	Monday, September 30, 2013 at 11:00 A.M.	Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001	To increase remuneration of Mr. Ashok Gupta, Chairman & Managing Director of the Company
21st AGM	Tuesday, September 30, 2014 at 11:00 A.M.	Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001	Alteration of Articles of Association
22nd AGM	Wednesday, September 30, 2015 at 11:00 A.M.	Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001	None

B. EXTRA-ORDINARY GENERAL MEETINGS

No Extra-ordinary General Meeting held during the financial year ended on 31st March, 2016.

C. POSTAL BALLOT

No postal ballot held during the financial year ended on 31st March, 2016.

6. DISCLOSURES

A. Material Subsidiary

The Company has 6 subsidiaries neither of which qualifies to be a material subsidiary i.e. the net worth of each subsidiary does not exceed 20% of the consolidated net worth of the holding company in the immediately preceding accounting year nor has either subsidiary generated 20% of the consolidated income of the company during the previous financial year.

The Company has formulated a policy on materiality of related party transactions and also on dealing with related party transactions. This policy is available on the website under the web link <http://www.optiemos.com/investor-desk/policies>.

B. Disclosure of relationship between Directors Inter se

None of the Directors are related to each other except for Mr. Ashok Gupta, Executive Chairman of the Company, and Mrs. Renu Gupta, Non Independent Non Executive Director of the Company, wherein, Mrs. Renu Gupta is wife of Mr. Ashok Gupta.

C. Related Party Transactions

During the year 2015-16, no materially significant related party transactions have been entered into by the Company with the Promoters, Directors or Management or their relatives that may have a potential conflict with the interest of the Company. None of the Non-Executive Directors/ Independent Directors have any pecuniary material relationship or transactions with the Company for the year ended March 31, 2016, and have given undertakings to that effect.

There are no material related party transactions that require approval of the shareholders. Register under Section 189 of the Companies Act, 2013 is maintained and particulars of transactions are entered in the Register, wherever applicable. Such transactions are provided to the Board and Audit Committee, and the interested Directors neither participate in the discussion, nor do they vote on such matters, when such matters come up for approval. Transactions with the related parties are disclosed in the financial statements and Director Report forming part of the Annual Report.

D. Details of Non-Compliance

No penalties/strictures were imposed on the Company by the stock exchanges or SEBI or any statutory authority in any matters related to the capital markets during the last three years.

E. Vigil Mechanism/Whistle Blower Policy

The Company has a formal Vigil Mechanism/whistle blower policy for its employees to report their concerns about unethical behaviour or violation of code of conduct or ethics policy. The Vigil Mechanism/whistle blower policy is also available on the website of the Company as well. No personnel are denied access to the chairman of the Audit Committee.

F. Details of Compliance with Mandatory Requirements & Adoption of Non-Mandatory Requirements

Company has complied with the mandatory requirements as stipulated in Listing Regulations. Company has submitted the Quarterly compliance report to the stock exchanges within the prescribed time limit.

The Company has complied with and adopted the following non-mandatory requirements of the Listing Regulations:

(1) Training of board Members

Directors are fully briefed on all business related matters, risk assessment and new initiatives proposed by the Company.

(2) Shareholders Rights

As the Company's quarterly and half yearly results are published in compliance with Regulation 33 of the listing Regulations in leading English Newspaper and in Leading Hindi newspaper having circulation all over India, the same are not sent to each household of the shareholders.

(3) Audit Qualifications

There are no qualifications in the financial statements of the Company for the year 2015-16.

(4) Reporting of Internal Auditor

The Internal Auditors reports directly to the Audit Committee periodically.

G. Disclosure Of Accounting Treatment

The Company follows accounting standards notified by the Government of India and in preparation of its financial statements and the Company has not adopted a treatment different from that as prescribed therein.

H. Management Discussion And Analysis Report

The Management Discussion and Analysis report forms part of this annual report.

I. CEO/CFO Certificate

The certificate required under Listing Regulations duly signed by the CEO and CFO was placed before the Board and the same is annexed as 'Annexure A'

J. Risk Management

The risk assessment and minimization procedures are in place and the Board is informed about the business risks and the steps taken to mitigate the same.

K. Shareholders

Profile of Directors who are to be appointed/re-appointed along with the Directorship details is provided in the Notice of the 23rd Annual General Meeting of the Company.

L. Subsidiary Companies

The Listing Regulations defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

There was no 'material non-listed Indian subsidiary' of the Company during the financial year 2015-16.

M. Compliances Regarding Insider Trading

Detailed guidelines in accordance with SEBI regulations in this regard are in place. These guidelines along with the various disclosures requirements under the regulations have helped in ensuring compliance with the requirements.

N. Orderly succession to Board and Senior Management

The Board of the Company has satisfied itself that the plans are in place for orderly succession for appointments to the Board and to the senior Management.

O. Review of legal Compliance Reports

During the year, the Board periodically reviewed the Compliance reports with respect to various laws applicable to the Company as prepared and placed before it by the management.

P. Additional Information regarding Independent Directors

The details of Familiarization Programmes imparted by the Company to Independent Directors are given on the website of the Company under web link <http://www.optiemus.com/investor-desk/corporate-governance>

Terms & Conditions of Appointment of Independent Directors is given on the website of the Company under web link <http://www.optiemus.com/investor-desk/policies>.

8. COMMUNICATION TO SHAREHOLDERS

The quarterly un-audited results and yearly audited are published in prominent daily newspapers, viz. Business Standard having nationwide circulation.

Apart, Bombay Stock Exchange maintains separate online portal for electronic submission of information by listed companies. Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on online portal, which are available for the general public on website www.bseindia.com. In addition, such disclosures and communications are also sent to the Bombay Stock Exchange as hard copies.

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, latest presentation made to the institutional investors and other general information about the Company are available on the Company's website www.optiemus.com.

The Company has also provided an option to the shareholders to register their email- to receive electronic communications. E-Communication Registration Form has been enclosed along with the notice in this regard.

Your Company has designated an email-id exclusively for investor service: info@optiemus.com.

9. GENERAL SHAREHOLDER INFORMATION (As on 31st March 2016)

(i) 23rd Annual General Meeting

Day	Friday
Date	30th September, 2016
Time	11:00 A.M
Venue	Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001

(ii) Financial Calendar : 1st April - 31st March

Tentative Calendar for Declaration of Financial Results (Audited/Un-audited) in FY 2016-17:

For the Quarter Ending 30 th June 2016	Upto 14 th August, 2016
For the Quarter & Half Year Ending 30 th September 2016	Upto 14 th November, 2016
For the Quarter Ending 31 st December 2016	Upto 14 th February, 2017
For the Quarter & Year Ending 31 st March 2017	Upto 30 th May, 2017

(iii) Book Closure Dates

Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive)

(iv) Dividend Payment Date

No dividend has been proposed by the Board of Directors for the financial year 2015-16.

(v) Listing on Stock Exchanges:

The Shares of the Company are listed on the following Stock Exchanges:

Name of Exchange and Address	Contact details	Scrip Code/ID
Bombay Stock Exchange Limited, PJ Towers, Dalal Street, Fort, Mumbai-400 001	Telephone: 022-22721233/4 Email: listing@bseindia.com Website: www.bseindia.com	530135

Annual Listing fees for the year 2015-16, as applicable, have been paid to the Stock Exchange.

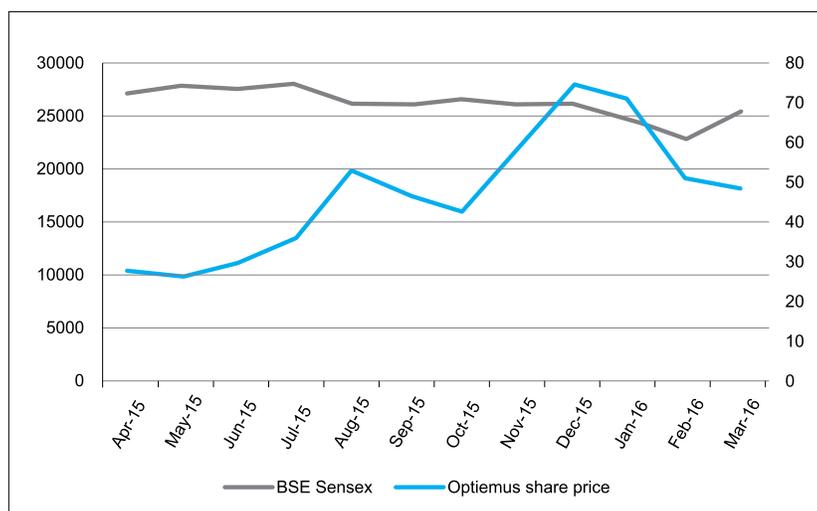
(vi) **Demat ISIN No.** : INE350C01017

(vii) Stock Market Price Data

The Monthly High and Low quotation of Company's equity shares traded on BSE in Comparison to BSE index are as under:

Month	Optiemos Share Price		BSE Sensex	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April'15	32.2	23	29094.61	26897.54
May'15	35.9	23.55	28071.16	26423.99
June'15	39.9	25	27968.75	26307.07
July'15	40.5	25.5	28578.33	27416.39
August'15	70.75	37.05	28417.59	25298.42
September'15	55.2	43.55	26471.82	24833.54
October'15	55.85	42.3	27618.14	26168.71
November'15	57.9	35	26824.3	25451.42
December'15	75.25	63.65	26256.42	24867.73
January'16	98.9	64	26197.27	23839.76
February'16	73.95	47.05	25002.32	22494.61
March'16	63	45.3	25479.62	23133.18

(viii) Share Performance Chart on BSE Sensex



(ix) Registrar and Share Transfer Agents

The Company has appointed M/s Beetal Financial and Computer Services (P) Limited having its office at Beetal House, 3rd Floor, 99, Madangir, New Delhi-110 062 as Registrar and Transfer Agent for physical transfer and demat segment.

(x) Share Transfer System

Company has in place a Stakeholder Relationship Committee with three Directors, Chairman being an Independent Director. Applications for transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division/ remat/ demat and other related requests in accordance with Listing Regulations and SEBI (Depositories and Participants) Reg. 1996 of shares held in physical form are received at the office of the Registrar and Share Transfer Agent of company M/s Beetal Financial and Computer Services (P) Ltd, who processes the same and send to the Company's Share Transfer Committee for its approval.

Share transfers received by the share transfer agent/Company are registered within the stipulated time period given under Listing Regulations.

Further, a certificates on half yearly basis confirming the due compliance of share transfer formalities by the Company, certificate for timely dematerialization of the shares as per SEBI (Depositories and Participants) Regulations 1996 and a Secretarial Audit Report for reconciliation of the share capital of the Company obtained from Practicing Company Secretary have been submitted to Stock Exchanges in stipulated time.

(xi) Distribution of shareholding as on 31st March 2016

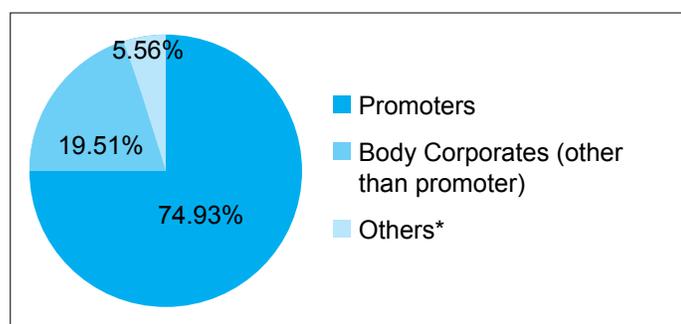
Shareholding of nominal value	Share Holders		Shares			
	₹	Number	% to total	Number	Amount in ₹	% to total
Upto 5,000		2244	74.80	413,853	4,138,530	0.4823
5,001 - 10,000		338	11.26	282,451	2,824,510	0.3291
10,001 - 20,000		176	5.86	271,619	2,716,190	0.3165
20,001 - 30,000		80	2.66	201,304	2,013,040	0.2346
30,001 - 40,000		30	1.00	107,602	1,076,020	0.1254
40,001 - 50,000		23	0.76	106,290	1,062,900	0.1239
50,001 - 1,00,000		53	1.76	371,820	3,718,200	0.4333
1,00,001 & Above		56	1.86	84,059,252	840,592,520	97.9550
Total		3,000	100.00	85,814,191	858,141,910	100

(xii) Shareholding Pattern as on 31st March, 2016

Category	Number of Shares Held	Percentage of Shareholding (%)
Promoters	6,43,00,541	74.93
Body Corporate (other than promoter)	16,775,403	19.55
Others*	4,738,247	5.52
Total	8,58,14,191	100

* includes Individuals, Clearing Members, HUF & NRI's.

Shareholding Pattern as on 31st March, 2016 depicted by way of pie chart as follows:



(xiii) Dematerialization of Shares and Liquidity

About 98.56% of the Equity Shares of the Company are in dematerialized form as on 31st March 2016. The Company's Shares are compulsorily traded in dematerialization form. The Equity Shares of the Company are actively traded on Bombay Stock Exchange.

Relevant data for the average monthly turnover for the period starting from 1st April, 2015 till 31st March, 2016 are as follows:

Period	BSE Limited	
	Volume (Qty.)	Value (₹ Lacs)
End of April, 2015	84246	2244345
End of May, 2015	7692	216385
End of June, 2015	392214	12280202
End of July, 2015	60580	1984654
End of August, 2015	302737	16524127
End of September, 2015	24367	1116407
End of October, 2015	44121	2186541
End of November, 2015	92637	4099205

Period	BSE Limited	
	Volume (Qty.)	Value (₹ Lacs)
End of December, 2015	348012	24842127
End of January , 2016	490390	40292372
End of February, 2016	93139	5813408
End of March, 2016	131922	6416512
Total	2072057	118016285

(xiv) Outstanding GDRs / ADRs / Warrants or Convertible Instruments, conversion date and likely impact on equity : N.A.

(xvi) Plant Locations : Not Applicable

(xvi) Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the share transfer agent of the Company upon such request. Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL and CDSL.

(xvii) Voting through electronic means

Pursuant to section 108 of the Companies Act, 2013 and Listing Regulations, every listed company is required to provide its members facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with (Central Depository Services Limited) CDSL, the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of annual general meeting, through such e-voting method. Further, in accordance with the Companies (Management and Administration) Rules, 2014 as amended, Shareholders who are attending the meeting and who have not already cast their votes by remote e-voting shall only be able to exercise their right of voting at the meeting.

Cut-off date, as per the amended Rules shall be Friday, September 23, 2016 and the remote e-voting shall be open for a period of three (3) days, from Tuesday, September 27, 2016 at 9.00 A.M. IST till Thursday, September 29, 2016 5.00 P.M. IST. The Board has appointed S.K Batra & Associates, Practicing Company Secretary as scrutinizer for the Remote e-voting process.

Detailed procedure is given in the Notice of the Twenty third annual general meeting and is also placed on the website of the Company, www.optiemos.com.

Shareholders may get in touch with the Company Secretary or Registrar and Share Transfer Agent of the Company for further assistance.

(xviii) Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been posted on the web-site of the Company i.e. <http://www.optiemus.com/investor-desk/policies>.

All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2016.

A declaration to this effect, duly signed by Group CEO, is annexed and forms part of this report as 'Annexure B'

(xix) Address for Correspondence

The Shareholders may address their communications/ suggestions/ grievances/ queries to the Registrar & Transfer Agent of the Company and query relating to the Annual report to the Company at respective addresses mentioned in Table 4:

Table 4

Company Address	Registrar & transfer Agent Address
Company Secretary Optiemus Infracom Limited K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110 024	Beetal Financial and Computer Services (P) Limited Beetal House, 3rd Floor, 99, Madangir, New Delhi -110 062
Telephone: 011-29840905 Fax: 011-+91-11-29840908	Telephone: 011-29961281/82/83 Fax: 011-2996 1284
Email: cs.vikas@optiemus.com	E-mail: beetal@beetalfinancial.com

The Company has its website namely www.optiemus.com. The website provides detailed information about the Company, its products, locations of its branch offices and various distribution sales offices etc. The quarterly results, shareholding pattern, annual reports are updated on the website of the Company.

On behalf of the Board of Directors
For **Optiemus Infracom Limited**

Place : New Delhi
Date : September 2, 2016

Ashok Gupta
Executive Chairman
DIN : 00277434

ANNEXURE A

EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To

The Board of Directors

Optiemos Infracom Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of the Company to the best of our knowledge and belief certify that:

- (A) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2016 and based on our knowledge and belief, we state that:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (B) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (1) significant changes, if any, in the internal control over financial reporting during the year;
 - (2) significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date : May 30, 2016

Place : New Delhi

(Hardip Singh)
Whole Time Director
DIN: 01071395

(Parveen Sharma)
Chief Financial Officer
PAN: ATWPS6301D



ANNEXURE B

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct as adopted is available on the Company's website viz. www.optiemus.com.

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2016.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Place : New Delhi

Date : September 2, 2016

Ashok Gupta
Executive Chairman
DIN : 00277434

INDEPENDENT AUDITOR'S REPORT

To
The Members
Optiemos Infracom Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Optiemos Infracom Limited, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its Profit and Loss and its Cash flows for the year ended on that date.

Report on Other and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2016 ('the order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund.

For RMA & ASSOCIATES

Chartered Accountants

Firm Registration No: 000978N

Rajiv Bajpai

Partner

Membership No. 405219

Place : New Delhi

Dated : May 30, 2016

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) According to the information and explanation given to us, the company has made/ taken loans to the parties covered in the Register maintained under section 189 of the Act. The terms & Conditions of the grant of such loans are not prejudicial to the company's interest and the receipt of principal amount and interest are also regular.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are disputes as prescribed in Note No. 28 of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.



- 10) In our opinion and according to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act. However, due to unexpected fall in the Net Profit of the Company, the managerial remuneration has exceed by Rs. 34.61 Lakhs from the limit prescribed in the Act. The company has taken necessary steps and holds the disbursement of Rs. 20 Lakhs and taken refund of balance amount Rs. 14.61 Lakhs from director.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For **RMA & ASSOCIATES**

Chartered Accountants

Firm Registration No: 000978N

Rajiv Bajpai

Partner

Membership No. 405219

Place : New Delhi

Dated : May 30, 2016

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Optiemos Infracom Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of



management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For **RMA & ASSOCIATES**

Chartered Accountants

Firm Registration No: 000978N

Rajiv Bajpai

Partner

Membership No. 405219

Place : New Delhi

Dated : May 30, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Note	As at 31 st March 2016	As at 31 st March 2015
I. EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS			
Share capital	2	8,581	8,581
Reserves and surplus	3	18,151	16,343
		26,732	24,924
2) NON-CURRENT LIABILITIES			
Long-term borrowings	4(a)	15,948	18,833
Other Long term liabilities	5(a)	22	38
Long-term provisions	6(a)	57	51
		16,027	18,923
3) CURRENT LIABILITIES			
Short-term borrowings	4(b)	9,595	14,717
Trade payables	7	15,186	31,646
Other current liabilities	5 (b)	1,887	1,595
Short-term provisions	6 (b)	332	221
		27,001	48,180
		69,760	92,027
II. ASSETS			
1) NON-CURRENT ASSETS			
Fixed assets	8		
- Tangible Assets		17,243	19,609
- Intangible Assets		17	15
		17,260	19,624
Non-current investments	9(a)	4,033	2,762
Deffered Tax Assets (net)	10	633	308
Long-term loans and advances	11 (a)	296	346
Other non-current assets	12 (a)	653	564
		22,876	23,604
2) CURRENT ASSETS			
Current investments	9(b)	25	31
Inventories	13	941	4,250
Trade receivables	14	22,460	40,493
Cash and Bank Balance	15	11,312	11,683
Short-term loans and advances	11 (b)	10,554	11,273
Other current assets	12 (b)	1,592	693
		46,884	68,423
		69,760	92,027

Notes forming part of the financial statement

In terms of our report attached

 For **RMA & ASSOCIATES**
 Chartered Accountants
 Firm Registration No: 000978N

Rajiv Bajpai
 Partner
 M.No: 405219

 Place : New Delhi,
 Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
 Managing Director
 DIN : 00520290

Parveen Sharma
 Chief Financial Officer
 PAN: ATWPS6301D

Ashok Gupta
 Chairman
 DIN: 00277434

Vikas Chandra
 Company Secretary
 PAN: AFGPC4820F

 Place : New Delhi
 May 30, 2016

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs) Except EPS and per Equity Share Data

Particulars	Note No.	For the year ended 31 st March 2016	For the year ended 31 st March 2015
I Revenue from operations	16	190,301	255,855
II. Other income	17	653	617
III. Total Revenue (I + II)		190,954	256,471
IV. Expenses:			
Purchases	18	172,207	224,882
Changes in inventories of finished goods Stock-in-Trade	19	3,309	8,124
Employee benefits expense	20	1,978	1,931
Finance costs	21	4,276	4,012
Depreciation and amortization expense	8	2,334	3,254
Other expenses	22	4,049	9,820
Total expenses		188,153	252,023
V. Profit before exceptional and extraordinary items and tax (III-IV)		2,801	4,448
VI. Prior Period items		0	(66)
VII. Profit before tax		2,801	4,514
VIII. Tax expense:			
(1) Current tax		1,330	2,097
(2) Deferred tax		(325)	(554)
(3) Taxation Adjustment of Previous Year (net)		(12)	12
IX. Profit for the period		1,808	2,960
X. Earnings per equity share:			
(1) Basic		2.11	3.45
(2) Diluted		2.11	3.45

Notes forming part of the financial statements

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March 2016	As at 31 st March 2015
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	2,801	4,514
Adjusted for:		
Depreciation	2,334	3,254
Finance Charges	4,276	4,012
Loss/ (Profit) on Sale/Discarding of Fixed assets	25	(9)
Gratuity	(2)	(71)
Dividend Income	(0.15)	(1)
Interest Income	(474)	(431)
Operating profit before working capital Charges (sub-total)	8,960	11,269
Movements in Working Capital		
Decrease/(Increase) in Inventory	3,309	8,124
Decrease/(Increase) in Sundry Debtors	18,032	(13,454)
Decrease/(Increase) in Loans & Advances and Other Current Assets	(180)	(1,430)
Increase/(Decrease) in Trade and other Payables, Current liabilities and provisions	(16,169)	8,440
Cash Generated from Operation	13,953	12,949
Less: Direct Tax Paid	(1,205)	(1,889)
Net cash used in Operating Activities (TOTAL A)	12,748	11,060
B. Cash Flow from Investing Activities		
Acquisition of Fixed Assets	(17)	(342)
Investment Purchased	(1,272)	(755)
Sale of Fixed Assets	21	34
Dividend Received	0	1
Interest Received	474	431
Decrease/(Increase) in Long term Loans & Non current Assets	(39)	62
Sale of Investment	6	-
Net cash Used in Investing Activities (TOTAL B)	(826)	(568)
C. Cash Flow from financing Activities		
Proceeds from issuance of Share Application Money	-	-
Proceeds/(Repayment) from long term borrowings	(2,895)	833
Proceeds/(Repayment) to short term borrowing	(5,122)	(7,342)
Finance Charges	(4,276)	(4,012)
Net Cash Flow Financing activities (c)	(12,293)	(10,521)
Net change in cash and cash equivalents (A+B+C)	(371)	(28)
Cash and cash equivalents at the beginning of the year	11,683	11,711
Cash and cash equivalents at the end of the year	11,312	11,683

Significant Accounting Policies

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE:1 SIGNIFICANT ACCOUNTING POLICIES

1. Nature of Operations

The Company is primarily engaged in the trading of mobile handset and mobile accessories and renting of Immovable property, etc. The company is a public limited company incorporated and domiciled in India and has its registered office at New Delhi. The company has its primary listing on the BSE Limited.

2. Basis of accounting and preparation of financial statement

These financial statements are prepared in accordance with Indian Generally Accepted accounting principles in India (GAAP) to comply with the accounting standard as prescribed under section 133 of the Companies Act 2013 (the Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared on accrual basis under the historical costs convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

3. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (Including Contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

Future results could differ due to these estimates and the difference between the actual results and the estimates are recognised the periods in which the results are materialise.

4. Inventories

Inventories are valued at the lower of cost (FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Costs included all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

5. Cash and Cash equivalents (For purposes of cash Flow Statements)

Cash comprises cash on hand and fixed deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

6. Cash flow Statement

Cash flows are reported using the indirect method, whereby Profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accrual of past or future cash receipts or payments. The cash flows from operating, investing and financial activities of the company are segregated based on the available information.

7. Depreciation

Depreciation has been provided on the written down value method over the useful lives of assets estimated by the management at the method prescribed in schedule II of the Companies Act 2013.

Depreciation on additions to Fixed Assets if provided from the date of acquisition of the Asset. Depreciation on Assets sold/scrapped during the period is provided for up to date of sale/scrap as the case may be. The management estimates the useful lives for the other fixed assets as follows:

Building	60 Years
Plant & Machinery	15 Years
Furniture	10 Years
Office Equipments	5 Years
Computers	3 Years
Vehicles	10 / 8 Years

8. Revenue Recognition

Sale of Goods

Sales are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax and value added tax.

Income from services

Revenue from service contracts are recognised pro-rata over the period of the contract as and when services are rendered.

Other Income

Interest Income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established.

9. Tangible Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. However the expenses incurred on Fixed Assets which takes substantial time to bring the assets for its intended use are capitalised in Capital Work in Progress. Fixed Assets not exceeding Rs.5,000/- is charged to the profit and loss account.

Borrowing costs relating to acquisition and fit outs of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for its intended use.

Fixed Assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance sheet

10. Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and impairments losses, if any. The cost of intangible assets comprises its purchase price, including any imports duties and other taxes and any directly attributable expenditure on making the assets ready for its intended use and net of any trade discounts and rebates.

11. Foreign currency transactions

Income and expenses in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Monetary current assets and current liabilities are reinstated at period-end exchange rates and the profit/loss so determined and also the realized exchange gains/losses are recognized in the Profit & Loss Account.

Initial recognition

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivatives contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (Other Than Monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year.

Exchange differences arising out of these translations are charged to the statement of profit and loss.



Treatment of Exchange differences

Exchange differences arising on settlement/restatement of short term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expenses in the statement of profit and loss. The Exchange differences on restatement/settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a Foreign Currency monetary item translation difference account

Accounting of forward contracts

Premium or discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance sheet date.

12. Investments

Investments are classified into current investments and long term investments.

Current investments are carried at market value. Any reduction/increase in carrying amount are charged or credited to the Profit & Loss Account.

Long Term Investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Cost of investments include acquisition charges such as brokerage, fees and duties

13. Retirement and other Employee benefits

Provident Fund and Superannuation

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The provident fund contributions, as specified under the law, are paid to Employees State Insurance Fund (Defined Contribution Schemes), administered by the Central Government of India. The contribution paid during the year are charged to Profit and Loss account.

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The Company makes annual contribution to Life Insurance Corporation of India through Group Gratuity Trust established by it. The Company accounts for the liability for gratuity benefits payable in future based on actuarial valuation provided by LIC of India.

14. Borrowing Costs

Borrowing costs including processing fee that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Borrowing costs are capitalized as part of the cost of a qualifying asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

15. Segment reporting

The Company identifies primary segments based on the dominant sources, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit and loss amounts are evaluated regularly by the executive Management.

The accounting policies adopted for segment reporting are in line with the accounting of the company.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segments.

Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segment on reasonable basis have been included under "Unallocated revenue/ expenses/ assets/ liabilities.

16. Earning per share

Basic Earning per share is computed by dividing the profit after tax (including the post tax effect of extraordinary items if any) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing the profit after tax (Including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expenses or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earning per share and the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares.

17. Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the difference, between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

18. Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provision (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate require to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimation. Contingent liabilities are disclosed in Notes.

19. Provision for warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates possible future incident based on corrective actions on product failures.

The timing of outflow will vary as and when warranty claim will arise-being typically upto three years.

As per the terms of the contract, the Company provides post-contract services / warranty support to some of its customer. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimation.

20. Insurance claims

Insurance claims are accounted for on the basis of claim admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

21. Service tax input credit

Service tax input credit is accounted for in the books in the period in which the understanding service received is accounted and when there is no uncertainty in availing / utilising the credits.

22. Previous Period Comparatives

Previous period's figures have been regrouped where necessary to confirm to current period's Classification

NOTE:2 SHARE CAPITAL

(₹ in Lacs)

Particulars	As on 31 st March 2016	As on 31 st March 2015
Authorised Share capital		
85980000 Equity Share of ₹10/- each	8,598	8,598
Issued, subscribed & fully paid share capital		
85814191 Equity Share of ₹ 10/-each fully paid up	8,581	8,581
Total	8,581	8,581

The reconciliation of the number of shares outstanding is set out below :

Particular	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	85,814,191	85,814,191
Add : Shares issued during the year	-	-
Equity Shares at the end of the year	85,814,191	85,814,191

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the total proceeds from such liquidation after discharging the liability of the Company will be distributed among the holders of the shares of the Company.

List of shareholders holding Equity Shares 5% or more	As on 31 st March 2016 & 31 st March 2015	
	No. of Shares	% of Shares
GRA Enterprises Pvt Ltd	38,738,500	45.14
Mr. Ashok Gupta	5,754,894	6.71
Ms. Renu Gupta	6,981,111	8.14
Mr. Deepesh Gupta	5,365,029	6.25
Mr. Neetesh Gupta	5,214,607	6.08

NOTE:3 RESERVE AND SURPLUS

Particulars	As on 31 st March 2016	As on 31 st March 2015
General Reserve	261	261
Sub-Total	261	261
Profit & Loss Accounts		
Opening Profit and Loss A/c	16,082	13,270
Add : Profit during the year	1,808	2,960
Less:- Asset Written Off in respect of asset whose life expired as per Schedule II of New Companies Act, 2013	-	(148)
Sub-Total	17,890	16,082
Total	18,151	16,343

NOTE:4 BORROWINGS

(₹ in Lacs)

(a) Long-term Borrowings

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Secured		
Term Loans		
- From Bank*	15,638	18,498
Unsecured		
From Others	310	335
Total	15,948	18,833

(b) Short-term Borrowings

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Secured		
- Working Capital Loans From Bank#	1,479	5,374
- Bill Discounting#	5,259	6,484
Current Maturity of Long Term Loan	2,857	2,859
Total	9,595	14,717

Notes :- * First Pari Passu charge on future rent receivables from property located at Noida & first Pari passu charge on land and building located at Noida.

Pari Passu charge on the current assets, including stocks, Book debts and other current assets (Present and future) of the company

Repayment schedule of Loans	Current maturity of Term Loans	Long term Loans
State Bank of India	2,280	12,780
Punjab National Bank	513	2,817
Vehicles loans from various banks	64	41

NOTE:5 OTHER LIABILITIES
(a) Other Non-Current Liabilities

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Present Value of Defined Benefit Obligations	164	165
Less : Plan Assets	(142)	(127)
Total	22	38

(b) Other Current Liabilities

(₹ in Lacs)

Particulars	As on 31st March, 2016	As on 31st March, 2015
Duties And Taxes	75	72
Retention Money from Non related party	2	33
Other payables	873	639
Security Deposit Received	775	772
Advance from Debtors	163	80
Total	1,887	1,595

NOTE:6 PROVISIONS

(a) Long-term Provisions

Particulars	As on 31st March, 2016	As on 31st March, 2015
Provision for Diminution in value of Investments	57	51
Total	57	51

(b) Short-term Provisions

Particulars	As on 31st March, 2016	As on 31st March, 2015
Provision For Income Tax (Net of Advance tax and TDS)	332	219
Provision for Wealth Tax	-	2
Total	332	221

NOTE:7 TRADE PAYABLES

Particulars	As on 31st March, 2016	As on 31st March, 2015
(a) Trade Payables	15,186	31,646
Total	15,186	31,646

Note: Trade Payable are subject to confirmation and reconciliation

NOTE:8 FIXED ASSETS
(a) TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Gross Block			Depreciation			Net Block		
	As on 01.04.2015	Additions	Deduction	As on 31.03.2016	As on 01.04.2015	Depreciation for the year	Deduction	As on 31.03.2016	As on 1.04.2015
1. LAND	8,301	-	-	8,301	-	-	-	8,301	8,301
2. BUILDING & INFRASTRUCTURE	5,790	-	-	5,790	810	371	-	4,608	4,979
3. FURNITURE & FITTINGS	4,848	-	-	4,848	1,881	979	-	1,988	2,967
4. ELECTRICAL FITTINGS	2,194	-	-	2,194	852	444	-	899	1,342
5. PLANT & MACHINERY	2,702	-	209	2,494	1,094	388	162	1,174	1,609
6. OFFICE EQUIPEMENT	221	4	-	225	187	20	-	18	33
7. COMPUTERS	4,330	3	-	4,332	4,224	16	-	4,241	105
8. MOTOR VEHICLES	872	-	-	872	599	108	-	707	272
Total	29,257	7	209	29,055	9,648	2,326	162	11,811	19,609

(b) INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation			Net Block		
	As on 01.04.2015	Additions	Deduction	As on 31.03.2016	As on 01.04.2015	Depreciation for the year	Deduction	As on 31.03.2016	As on 1.04.2015
SOFTWARE	46	10	-	57	32	8	-	17	15
Total	46	10	-	57	32	8	-	17	15
Grand Total	29,303	17	209	29,111	9,679	2,334	162	11,851	19,624
Previous Years	29,055	342	94	29,303	6,269	3,479	68	9,679	22,786

Note:9 INVESTMENT

(₹ in Lacs)

(a) Non-current investments

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Investments in Equity instruments (at Cost)		
QUOTED EQUITY SHARES		
ANANT RAJ LTD	10	10
(3001 Equity Shares of Rs. 2 each fully paid up)		
ARVIND REMEDIES LTD	6	6
(10000 Equity Shares (Prev 30000 equity shares) of Rs. 10 each fully paid up)		
GTL INFRASTRUCTURE LTD	1	1
(2000 Equity Shares of Rs. 10 each fully paid up)		
IKF TECHNOLOGIES LTD	34	34
(220000 Equity Shares of Rs. 1 each fully paid up)		
JSW STEELS LTD	1	1
(30 Equity shares of Rs. 10 each fully paid up)		
CYBELE INDUSTRIES LTD	11	11
(25000 Equity Shares of Rs. 10 each fully paid up)		
UNQUOTED EQUITY SHARES		
ILUMI SOLUTION INC	479	317
(966620 Equity Shares (previous year 644413 Equity shares) of US\$ 0.00001 each fully paid up)		
Travancore Marketing Pvt Ltd	0.1	0.1
(11000 Eq Sh of Rs 10/- each fully paid up)		
Investments in Subsidiary Co.		
Optiemus Infracom (Singapore) Pte Ltd	0	0
(1 Equity shares of 1 Singapore Dollar)		
Optiemus Infracom (Singapore) Pte Ltd		
(i) 5000 Ordinary shares @1 SGD	2	2
(ii) 2286000 Ordinary shares @1 USD(Prev. year 566000 Ordinary shares @1 USD)	1,337	1,337
Optiemus Infracom International FZE	189	165
(i) 1 Ordinary shares @10,00,000 AED		
One World Teleservices Pvt Ltd	1	1
(10000 Equity Shares of Rs. 10 each fully paid up)		
Optiemus Electronics Limited	1,110	-
(1,11,00,000 Equity Shares of Rs. 10 each fully paid up)		
Kishore Export India pvt ltd	853	853
(850540 Equity Shares of Rs. 10 each fully paid up)		
Share Application Money		
Optiemus Infracom International FZE	-	24
Total	4,033	2,762

(b) Current Investments (At market value)

Investments in Mutual funds		
SBI Infrastructure Fund	2	2
(20000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	-	6
(Previous year 500000 Units F.V. of Rs 10/-each)		
SBI One India Fund	23	23
(200000 Units F.V. of Rs 10/-each)		
Total	25	31

Note: 10 DEFERRED TAX ASSETS

(₹ in Lacs)

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Deferred Tax Assets		
Depreciation on Fixed Assets	660	256
Effects of change in Depreciation Policy as per Companies Act 2014	-	76
	660	333
Deferred Tax Liability		
Accrued compensation to employees	27	24
	27	24
Deferred Tax Assets after setoff	633	308

Note:11 LOANS AND ADVANCES

(a) Long Term Loans and Advances

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Unsecured considered good		
Loans & Advances		
- Related parties	-	-
- Others	296	346
Total	296	346

(b) Short Term Loans and Advances

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Loans and Advances		
- Related parties	1,142	1,006
- Others	9,397	10,247
Advance to Staff	14	19
Claims Receivable	0.1	0.5
Total	10,554	11,273

Note:12 OTHER ASSETS

(a) Other non-current assets

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Security Deposit	653	564
Total	653	564

(b) Other Current assets

(₹ in Lacs)

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Additional Custom Duty	33	18
Income Tax Receivable	27	8
Insurance Claims Receivable	39	33
Prepaid Expenses	63	96
Vat Input/Receivables	195	379
Service Tax Input	2	1
Wealth Tax Refundable	0.2	0.2
Advance given to Creditors	1,234	158
Total	1,592	693

Note:13 INVENTORIES

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Finished goods (Valued at Cost or NRV whichever is lower)	941	4,250
Total	941	4,250

Note:14 TRADE RECEIVABLES

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Trade Receivables Less than Six Months - Unsecured, Considered Good;	17,329	38,133
Trade Receivables More than Six Months	5,131	2,360
Total	22,460	40,493

Note- Trade Receivables are subject to confirmation and reconciliation

Note: 15 CASH AND BANK BALANCES

Particulars	As on 31 st March, 2016	As on 31 st March, 2015
Cash & Cash Equivalents		
- Cash	20	21
- Bank	6,769	4,457
Other Bank Balances		
- Interest thereon	69	358
- FD against BG	4,453	6,846
Total	11,312	11,683

Note:16 REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Sale of Products	185,382	250,870
Sale of Services (Rent)	3,787	3,756
Other operating revenues	1,132	1,228
Total	190,301	255,855

Note:17 OTHER INCOME

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Interest Income	474	431
Dividend Income	0.15	1
Net Gain/Loss on sale of investments	-	21
Other Non-operating income	179	164
Total	653	617

Note:18 PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Purchase of Products	172,187	224,764
Vat Input Disallow	21	117
Total	172,207	224,882

Note:19 CHANGE IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Opening Stock	4,250	12,373
Less: Closing Stock	941	4,250
Total	3,309	8,124

Note:20 EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Salaries and Allowances	1,460	1,559
Director Remuneration & Sitting Fees	364	229
Contribution to provident and other funds	59	63
Staff welfare expenses	69	72
Gratuity	20	5
Recruitment expenses	6	3
Total	1,978	1,931

Note:21 FINANCE COSTS

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Interest on Property Loan	2,312	2,288
Interest on Vehicle Loans	15	8
Other borrowing costs	1,949	1,716
Total	4,276	4,012

Note: Capitalisation of borrowing cost is nil during the year.

Note:22 OTHER EXPENSES

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Direct Expenses		
Scheme And Claim Expense	984	5,913
Clearing And Forwarding Expenses	39	48
Custom Duty	642	607
Freight Inward	125	152
Octroi Paid	3	2
Packing Expenses	67	180
Sub-Total	1,860	6,901
Administrative and Other Expenses		
Advertisement and Publicity	7	32
Annual Listing Fees	4	3
Audit Fees	8	7
Business Promotion Expenses	41	330
Computer Repairs & Maintenance	5	7
Conveyance Exp.	67	79

(₹ in Lacs)

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Donations	19	38
Electrical Power & Water Expenses	240	279
Festival Expenses	76	40
Freight And Cartage Outward	90	153
Incentive and Commision	179	86
Insurance Premiums	95	104
Legal & Professional Expenses	13	65
Loss on sale of Assets	25	-
Loss on dimulisation of Investment	6	-
Licence Fee	-	129
Other Expenses	3	3
Office Expenses	12	23
Postage, Telephone & Courier Expenses	57	66
Printing & Stationery	24	67
Professional Expenses	184	362
Rates & Taxes	63	43
Rent Charges	392	336
Repair & Maintanance	257	350
Security Guard Charges	23	30
Software & Website Expenses	3	17
Statutory Expenses	40	15
Subscription & Membership Fees	2	2
Tour & Travelling Expenses	255	252
Sub- Total	2,189	2,919
Total	4,049	9,820

Note:23 Disclosure under Accounting Standard 17 - Segment Reporting

Segment Information

The Company has identified business segments. Business segments are primarily Mobile & Mobile Accessories and Renting of Immovable Property. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed Assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

(₹ in Lacs)

Particulars	Business Segments-2015-16			Business Segments-2014-15		
	Telecommuni- cation -Mobile Handset and Accessories	Renting of Immovable Property	Total	Telecommuni- cation - Mobile Handset and Accessories	Renting of Immovable Property	Total
Revenue	186,514	3,787	190,301	250,870	3,756	254,627
Inter-segment Revenue	-	-	-	-	-	-
Total Revenue	186,514	3,787	190,301	250,870	3,756	254,627
Segment Result	4,405	2,019	6,424	7,732	3,028	10,760
Unallocable Expenses	-	-	-	-	-	(3,254)
Operating Income	-	-	6,424	-	-	7,506
Other Income	-	-	653	-	-	1,020
Total Revenue	-	-	7,077	-	-	8,526
Interest Expenses	-	-	(4,276)	-	-	(4,012)
Profit before tax	-	-	2,801	-	-	4,514
Tax Expense	-	-	(993)	-	-	(1,554)
Net Profit for the year	-	-	1,808	-	-	2,960

Particulars	Business Segments-2015-16			Business Segments-2014-15		
	Telecommuni- cation -Mobile Handset and Accessories	Renting of Immovable Property	Total	Telecommuni- cation -Mobile Handset and Accessories	Renting of Immovable Property	Total
Segment Assets	52,925	16,835	69,760	72,938	19,089	92,027
Unallocable Assets	-	-	-	-	-	-
Total Assets	52,925	16,835	69,760	72,938	19,089	92,027
Segment Liabilities	23,781	19,246	43,028	49,763	17,340	67,103
Unallocable Liabilities	-	-	-	-	-	-
Total Liabilities	23,781	19,246	43,028	49,763	17,340	67,103
Capital Expenditure	-	-	-	-	-	-
Depreciation / Amortisation	158	2,176	2,334	256	2,967	3,223

Note 24 - Disclosure as per Accounting Standard 19 – Lease

Company's significant leasing arrangements are in respect of operating leases for premises (office, stores, warehouses etc.). The group has entered into agreement to take certain land and building on operating lease for warehousing activities from a third party during the year. These leasing arrangements which are not non-cancellable, range between 3 years and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The lease rent of Rs. 3.92 crores (2014-15 Rs. 3.36 Cr) on such lease is included in Rent

Company has also given certain land and building on operating lease to a third party. The lease arrangement was for a period of 9 years, including a non-cancellable term of 3 years. The rental of Rs. 37.87 Crores (2014-15 - Rs. 37.56 Crores) on such lease is included in other operating revenue. With respect to non-cancellable period of the operating lease, the future minimum lease license fee receivable is Rs. 19.00 Cr.

Note:25 As per disclosure under AS-18, details of transactions entered into with related parties during the year is as follows:

a) List of Related Party

i) Holding Company	:	-
ii) Ultimate Holding Company	:	-
iii) Subsidiary Company	:	Optiemos Electronics Limited
	:	Optiemos Infracom (Singapore) Pte Ltd
	:	Optiemos Infracom International FZE
	:	One World TeleServices Private Limited
	:	Kishore Exports India Private Limited
iv) Fellow Subsidiary Company	:	Optiemos Metals & Mining Pte. Ltd.
v) Key Management Personnel	:	Mr. Ravinder Zutshi (Managing Director)
	:	Mr. Ashok Gupta (Executive Chairman)
	:	Mr. Hardip Singh (Whole time Director)
	:	Mr. Parveen Sharma (CFO)
	:	Mr. Vikas Chandra (CS)
vii) Associates / Entities in which KMP/ Relatives of KMP can exercise significant influence	:	Param Exports & Constructions Pvt Ltd
	:	Teleecare Network India Private Limited
	:	MPS Telecom Retail Private Limited
	:	GDN Enterprises Private Limited
	:	International Value Retail Private Limited
	:	Xcite Communications Private Limited
	:	My Mobile Infomedia Pvt Ltd
	:	Techtube Mediaworks Pvt Ltd
	:	Eye Detectives Pvt Ltd
	:	Win Technologies

b) In Conformity with Accounting Standard 18 issued by ICAI the transactions with related parties during the financial year and outstanding Balances as on 31.03.2016 are given under:

(₹ in Lacs)

Balances	Nature of Transaction	Amount of transaction	Balance as on 31st March 2016	Balance as on 31st March 2015
Mr. Ravinder Zutshi	Director Remuneration	112	-	-
Mr. Ashok Gupta	Director Remuneration	180	(20)	-
Mr. Hardip Singh	Director Remuneration	61	-	-
Mr. Parveen Sharma	Remuneration	23	-	-

Balances	Nature of Transaction	Amount of transaction	Balance as on 31st March 2016	Balance as on 31st March 2015
Mr. Vikas Chandra	Remuneration	14	-	-
Teleecare Network India Private Limited	Sales	1,543	1,501	2,005
MPS Telecom Retail Private Limited	Sales	1,069	598	-
GDN Enterprises Private Limited	Sales	19,976	4,163	-
International Value Retail Private Limited	Sales	8,050	611	372
Mobiphone Network India Private Limited	Advances for Assets	40	870	870
Win Technologies	Loans & Advances	-	357	357

Note:26 Disclosure under Accounting Standard 20 - Earning Per Share

(₹ In Lacs Except EPS and Share Data)

Particulars	As at 31st March 2016	As at 31st March 2015
Earning Per Share Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	1,808	2,960
Net Profit before exceptional items	1,808	2,960
Weighted Average number of Equity Shares used as denominator for calculating EPS	85,814,191	85,814,191
Earning Per Share		
Earning Per Share (before exceptional items)	2.11	3.45
Face Value per Share	10	10

Diluted

Particulars	As at 31st March, 2016	As at 31st March, 2015
The diluted earning per share has been computed by dividing the Net profit after tax available for Equity Shareholders by the weighted average number of equity shares after giving diluted effect of the outstanding warrants and convertible bonds for the respective period		
Net Profit after tax as per Profit & Loss to Equity Shareholders	1,808	2,960
Weighted Average number of Equity Shares used as denominator for calculating EPS	85,814,191	85,814,191
Earning Per Share		
Face Value per Share	10	10

Note:27 Disclosure relating to AS-15 (Revised) - Employees Benefits:-

- (a) Provident Fund - 12% of Basic (including dearness pay) plus Dearness Allowance, contributed to Recognised Provident Fund
- (b) Gratuity- Payable on separation @ 15 days pay for each completed year of service to eligible employees who render continuous service for 5 years or more. Maximum limit is ₹10.00 lakh.
- In terms of Accounting Standard 15 (Revised) on Employees Benefits, the following disclosure sets out the status as required:-

Gratuity

(₹ In lacs)

S.No	Particulars	2015-16	2014-15
	Fair value of Defined Obligation		
i.	Opening Present value of projected benefit obligation	166	161
ii.	Current service cost	21	30
iii.	Interest cost	-	-
iv.	Actuarial gain(-) / losses(+)	(1)	-
v.	Past service cost	-	(25)
vi.	Benefits paid	(22)	-
vii.	Closing Present value of projected benefit obligation(I+ii+iii+iv-v-vi)	164	166

	Reconciliation of fair value of Assets and obligations	2015-16	2014-15
i.	Opening Fair value of plan assets	127	52
ii.	Acquisition adjustment / Charges	(2.50)	-
iii.	Expected return on plan assets	11	7
iv.	Actual Company*s contribution	28	76
v.	Actuarial gain(-) / losses(+)	-	-
vi.	Benefits paid	(22)	(8)
vii.	Closing Fair value of plan assets	142	127
viii.	Present value of defined obligation	164	171
ix.	Net liability recognised in the Balance Sheet (Schedule-6(a))	22	44

	Expenses recognised in the Statement of Profit & Loss Account	2015-16	2014-15
I.	Current service cost	21	30
ii.	Interest cost	-	-
iii.	Actuarial gain(-) / losses(+)	(1)	-
iv.	Past service cost	-	(25)
v.	Expected return on plan assets	(11)	(7)
vi.	Benefit Paid	22	8
a)	Employees remuneration & benefit charged to profit & loss A/c-		
	a) Gratuity	31	6
	b) Others	1,851	1,851

(₹ in Lacs)

Gratuity Fund Investment details(Fund manager wise,to the extent funded)

	As on 31.03.2016
Life Insurance Corporation of India	142.17

Actuarial assumption

i.	Discount rate	8.00% per annum
ii.	Mortality rate	LIC (2006-08) Ultimate
iii.	Withdrawal rate	1% to 3 % depending on age
iv.	Expected rate of return	8.96% p.a.
v.	Future salary increase	6.00% p.a.
vi.	Retirement age	60 years

Note:28 Disclosure under Accounting Standard 29 - Contingent Liability

(₹ In Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Contingent Liabilities not provided for :		
a) Claim against the company not acknowledged as debt	-	-
b) Sales Tax demands	322	3,717
c) TDS Demand	7	4
	328	3,721

Details of Pending Cases are:

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Sale Tax on Wrongly Input Credit taken	₹2039/-	2007-2008	Asst. Commissioner of sale Tax Orissa
	Interest/Penalty	₹4079/-		
Sales Tax	Entry tax on zero value Goods	₹62513/-	2008-2009	Asst. Commissioner of sales tax Orissa
	Interest/Penalty	₹125025/-		

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Sale tax Interest Penalty	₹3334677/- ₹826350/- ₹3334677/-	2008-2009	Asst. Commissioner of Trade & Taxes, Delhi, (objection by hearing Authority)
Sales Tax	Sales Tax	₹1631864/-	2006-2007	ETO-cum-Assessing Authority, Haryana
Sales Tax	Sale tax payable Interest u/s 14(6)	₹872095/- ₹703432/-	2010-11	Assessing Authority, Gurgaon Haryana
Sales Tax	Sales Tax Payable Interest	₹597783/- ₹322802/-	2007-08	Superintendent of Taxes, Guwahati, Unit-D, Assam
Sales Tax	VAT Payable u/s 28(2)(ii)	₹2600000/-	2011-12	Deputy Commissioner of Comm. Tax, Ghaziabad. UP
Sales Tax	VAT Payable	₹17831391/-	2012-13	Senior Joint Commissioner of Commercial Taxes, Behala Circle, Kolkatta, WB

Note:29 Additional Information to the Financial Statements

(₹ In Lacs)

Particulars	2015-16	2014-15
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	114,738	76,104
Value of Imports (incl. High seas Purchase)	113,857	76,144
Expenditure in foreign currency	-	-
Foreign Investment in Wholly Owned Subsidiary	1,529	1,529
Profit and (Loss) Foreign Exchange Fluction	299	207
Director's Remuneration		
Director's Remuneration paid during the year	364	227
Auditor Remuneration		
Audit Fee	7	7

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

INDEPENDENT AUDITOR'S REPORT

To

The Members

OPTIEMUS INFRACOM LIMITED

NEW DELHI

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Optiemus Infracom Limited and its subsidiaries, comprising the Consolidated Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the

appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its Profit and Loss and its Cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund.

For RMA & ASSOCIATES
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
Membership No. 405219
Place : New Delhi
Dated : May 30, 2016

“Annexure A” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Optiemos Infracom Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance



of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
Membership No. 405219
Place : New Delhi
Dated : May 30, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Note	As at 31 st March 2016	As at 31 st March 2015
I. EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS			
Share capital	2	8,581	8,581
Reserves and surplus	3	16,149	16,066
		24,731	24,648
2) NON-CURRENT LIABILITIES			
Long-term borrowings	4(a)	15,948	18,833
Other Long term liabilities	5(a)	22	38
Long-term provisions	6(a)	57	51
Minority Interest		293	17
		16,320	18,940
3) CURRENT LIABILITIES			
Short-term borrowings	4(b)	9,595	14,717
Trade payables	7	15,422	31,875
Other current liabilities	5 (b)	1,948	1,705
Short-term provisions	6 (b)	332	221
		27,297	48,518
		68,348	92,106
II. ASSETS			
1) NON-CURRENT ASSETS			
Fixed assets	8		
- Tangible Assets		17,428	19,803
- Intangible Assets		18	19
- Capital WIP		294	-
		17,740	19,823
Goodwill		698	698
Non-current investments	9(a)	541	380
Deferred Tax Assets (net)	10	633	308
Long-term loans and advances	11 (a)	296	346
Other non-current assets	12 (a)	653	564
		2,821	2,296
2) CURRENT ASSETS			
Current investments	9(b)	25	31
Inventories	13	958	4,265
Trade receivables	14	22,611	42,132
Cash and Bank Balance	15	12,111	11,818
Short-term loans and advances	11 (b)	9,862	10,986
Other current assets	12 (b)	2,220	755
		47,786	69,987
		68,348	92,106

Notes forming part of the financial statement

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

	Note No.	For the year ended 31 st March 2016	For the year ended 31 st March 2015
I. Revenue from operations	16	191,477	256,975
II. Other income	17	660	690
III. Total Revenue (I + II)		192,137	257,665
IV. Expenses:			
Purchases	18	173,010	225,514
Changes in inventories of finished goods Stock-in-Trade	19	3,307	8,121
Employee benefits expense	20	2,355	2,447
Finance costs	21	4,287	4,025
Depreciation and amortization expense	9	2,350	3,285
Other expenses	22	4,542	10,036
Total expenses		189,850	253,429
V. Profit before exceptional and extraordinary items and tax (III-IV)		2,287	4,236
VI. Prior Period items		0.08	(65)
VII. Profit before tax		2,286	4,300
VIII. Tax expense:			
(1) Current tax		1,330	2,097
(2) Deferred tax		(325)	(554)
(3) Taxation Adjustment of Previous Year (net)		(12)	12
IX. Profit (Loss) for the period from continuing operations		1,294	2,746
Add: Share of Profit/(Loss) in Associates for the Year		-	-
Less : Minority Interest		(0.01)	(0.01)
		1,294	2,746
X. Earnings per equity share:			
(1) Basic		1.51	3.20
(2) Diluted		1.51	3.20

Notes forming part of the financial statements

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	As at 31 st March 2016	As at 31 st March 2015
(₹ in Lacs)		
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	2,286	4,236
Adjusted for:		
Depreciation	2,350	3,285
Finance Charges	4,287	4,025
Loss/ (Profit) on Sale/Discarding of Fixed assets	25	(9)
Gratuity	(2)	(71)
Dividend Income	(0.15)	1
Foreign Currency translation reserve	(57)	-
Expenses related to prior period	(1,267)	-
Interest Income	(474)	(431)
Operating profit before working capital Charges (sub-total)	7,148	11,035
Movements in Working Capital		
Decrease/(Increase) in Inventory	3,307	8,121
Decrease/(Increase) in Sundry Debtors	19,522	(14,074)
Decrease/(Increase) in Loans & Advances and Other Current Assets	(342)	(1,039)
Increase/(Decrease) in Trade and other Payables, Current liabilities and provisions	(16,099)	8,503
Cash Generated from Operation	13,536	12,546
Less: Direct Tax Paid	(1,205)	(1,889)
Net cash used in Operating Activities (TOTAL A)	12,332	10,657
B. Cash Flow from Investing Activities		
Acquisition of Fixed Assets(incl. capital WIP)	(311)	(373)
Investment Purchased	(162)	179
Goodwill on purchase of Investments	-	(698)
Minority Interest	276	17
Sale of Fixed Assets	21	34
Dividend Received	0.15	1
Interest Received	474	431
Decrease/(Increase) in Long term Loans & Non current Assets	(39)	171
Sale of Investment	6	-
Net cash Used in Investing Activities (TOTAL B)	266	(238)
C. Cash Flow from financing Activities		
Proceeds/(Repayment) from long term borrowings	(2,895)	833
Proceeds/(Repayment) to short term borrowing	(5,122)	(7,342)
Finance Charges	(4,287)	(4,025)
Net Cash Flow Financing activities (c)	(12,304)	(10,533)
Net change in cash and cash equivalents (A+B+C)	293	(114)
Cash and cash equivalents at the beginning of the year	11,818	11,932
Cash and cash equivalents at the end of the year	12,111	11,818

Significant Accounting Policies

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE:1 Significant Accounting Policies

1. Nature of Operations

The Company is primarily engaged in the trading of mobile handset and mobile accessories and renting of Immovable property. etc. The company is a public limited company incorporated and domiciled in India and has its registered office at New Delhi. The company has its primary listing on the BSE Limited.

2. Basis of accounting and preparation of financial statement

These financial statements are prepared in accordance with Indian Generally Accepted accounting principles in India (GAAP) to comply with the accounting standard as prescribed under section 133 of the Companies Act 2013 (the Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared on accrual basis under the historical costs convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

3. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (Including Contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

Future results could differ due to these estimates and the difference between the actual results and the estimates are recognised the periods in which the results are materialise.

4. Inventories

Inventories are valued at the lower of cost (FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Costs included all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

5. Cash and Cash equivalents (For purposes of cash Flow Statements)

Cash comprises cash on hand and fixed deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

6. Cash flow Statement

Cash flows are reported using the indirect method, whereby Profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accrual of past or future cash receipts or payments. The cash flows from operating, investing and financial activities of the company are segregated based on the available information.

7. Depreciation

Depreciation has been provided on the written down value method over the useful lives of assets estimated by the management at the method prescribed in schedule II of the Companies Act 2013.

Depreciation on additions to Fixed Assets is provided from the date of acquisition of the Asset. Depreciation on Assets sold/scrapped during the period is provided for up to date of sale/scrap as the case may be. The management estimates the useful lives for the other fixed assets as follows:

Building	60 Years
Plant & Machinery	15 Years
Furniture	10 Years
Office Equipments	5 Years
Computers	3 Years
Vehicles	10 / 8 Years

8. Revenue Recognition

Sale of Goods

Sales are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax and value added tax.

Income from services

Revenue from service contracts are recognised pro-rata over the period of the contract as and when services are rendered.

Other Income

Interest Income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established.

9. Tangible Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. However the expenses incurred on Fixed Assets which takes substantial time to bring the assets for its intended use are capitalised in Capital Work in Progress. Fixed Assets not exceeding Rs.5,000/- is charged to the profit and loss account.

Borrowing costs relating to acquisition and fit outs of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for its intended use.

Fixed Assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance sheet

10. Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and impairments losses, if any. The cost of intangible assets comprises its purchase price, including any imports duties and other taxes and any directly attributable expenditure on making the assets ready for its intended use and net of any trade discounts and rebates.

11. Foreign currency transactions

Income and expenses in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Monetary current assets and current liabilities are reinstated at period-end exchange rates and the profit/loss so determined and also the realized exchange gains/losses are recognized in the Profit & Loss Account.

Initial recognition

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivatives contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (Other Than Monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the statement of profit and loss.

Treatment of Exchange differences

Exchange differences arising on settlement/restatement of short term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or



expenses in the statement of profit and loss. The Exchange differences on restatement/settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a Foreign Currency monetary item translation difference account

Accounting of forward contracts

Premium or discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance sheet date.

12. Investments

Investments are classified into current investments and long term investments.

Current investments are carried at market value. Any reduction/increase in carrying amount are charged or credited to the Profit & Loss Account.

Long Term Investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Cost of investments include acquisition charges such as brokerage, fees and duties

13. Retirement and other Employee benefits

Provident Fund and Superannuation

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The provident fund contributions, as specified under the law, are paid to Employees State Insurance Fund (Defined Contribution Schemes), administered by the Central Government of India. The contribution paid during the year are charged to Profit and Loss account.

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The Company makes annual contribution to Life Insurance Corporation of India through Group Gratuity Trust established by it. The Company accounts for the liability for gratuity benefits payable in future based on actuarial valuation provided by LIC of India.

14. Borrowing Costs

Borrowing costs including processing fee that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Borrowing costs are capitalized as part of the cost of a qualifying asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

15. Segment reporting

The Company identifies primary segments based on the dominant sources, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit and loss amounts are evaluated regularly by the executive Management.

The accounting policies adopted for segment reporting are in line with the accounting of the company.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segments.

Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segment on reasonable basis have been included under " Unallocated revenue/ expenses/assets/ liabilities.

16. Earning per share

Basic Earning per share is computed by dividing the profit after tax (including the post tax effect of extraordinary items if any) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing the profit after tax (Including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expenses or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earning per share and the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares.

17. Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the difference, between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

18. Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provision (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate require to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimation. Contingent liabilities are disclosed in Notes.

19. Provision for warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates possible future incident based on corrective actions on product failures.

The timing of outflow will vary as and when warranty claim will arise-being typically upto three years.

As per the terms of the contract, the Company provides post-contract services / warranty support to some of its customer. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimation.

20. Insurance claims

Insurance claims are accounted for on the basis of claim admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

21. Service tax input credit

Service tax input credit is accounted for in the books in the period in which the understanding service received is accounted and when there is no uncertainty in availing / utilising the credits.

22. Previous Period Comparatives

Previous period's figures have been regrouped where necessary to confirm to current period's Classification

NOTE:2 SHARE CAPITAL

Particulars	As on 31 st March 2016	As on 31 st March 2015
Authorised Share capital		
85980000 Equity Shares of ₹10/- each	8,598	8,598
Issued, subscribed & fully paid share capital		
85814191 Equity Shares of ₹ 10/-each fully paid up	8,581	8,581
Total	8,581	8,581

The reconciliation of the number of shares outstanding is set out below :

Particulars	As on 31 st March 2016	As on 31 st March 2015
Equity Shares at the beginning of the year	85,814,191	85,814,191
Add : Shares issued during the year	-	-
Equity Shares at the end of the year	85,814,191	85,814,191

The Company has only one class of equity shares having a par value of ₹10 per share. Each Holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the total proceeds from such liquidation after discharging the liability of the Company will be distributed among the holders of the shares of the Company.

List of shareholders holding Equity Shares 5% or more	As on 31 st March 2016 & 31 st March 2015	
	No. of Shares	Percentage (%)
GRA Enterprises Pvt Ltd	38,738,500	45
Mr. Ashok Gupta	5,754,894	7
Ms. Renu Gupta	6,981,111	8
Mr. Deepesh Gupta	5,365,029	6
Mr. Neetesh Gupta	5,214,607	6

NOTE:3 RESERVE AND SURPLUS

(₹ In Lacs)

Particulars	As on 31 st March 2016	As on 31 st March 2015
General Reserve	261	261
Sub-Total	261	261
Foreign Currency Translation Reserve		
Opening FCTR	93	25
Addition	57	68
Sub-Total	150	93
Profit & Loss Accounts		
Opening Profit and Loss A/c	15,712	13,114
Add : Profit during the year	1,294	2,746
Less:- Asset Written Off in respect of asset whose life expired as per Schedule II of New companies Act, 2013	-	(148)
Less: Expenses related to Prior Period	(1,267)	-
Sub-Total	15,738	15,712
Total	16,149	16,066

NOTE:4 BORROWINGS
(a) Long-term Borrowings

Particulars	As on 31 st March 2016	As on 31 st March 2015
Secured		
Term Loans		
- From Bank*	15,638	18,498
Unsecured		
From Others	310	335
Total	15,948	18,833

(b) Short-term Borrowings

Particulars	As on 31 st March 2016	As on 31 st March 2015
Secured		
- Working Capital Loans From Bank#	1,479	5,374
- Bill Discounting#	5,259	6,484
Current Maturity of Long Term Loan	2,857	2,859
Total	9,595	14,717

* First Pari Passu charge on future rent receivables from property located at Noida & first Pari passu charge on land and building located at Noida.

Pari Passu charge on the current assets, including stocks, Book debts and other current assets (Present and future) of the company

(₹ In Lacs)

Repayment schedule of Loans	Current maturity of Term Loans	Long term Loans
State Bank of India	2,280	12,780
Punjab National Bank	513	2,817
Vehicles loans from various banks	64	41

NOTE:5 OTHER LIABILITIES

(a) Other Non-Current Liabilities

Particulars	As on 31 st March 2016	As on 31 st March 2015
Present Value of Defined Benefit Obligations	164	165
Less : Plan Assets	(142)	(127)
Total	22	38

(b) Other Current Liabilities

Particulars	As on 31 st March 2016	As on 31 st March 2015
Duties And Taxes	79	80
Retention Money from Non related party	5	33
Other payables	920	723
Security Deposit Received	775	773
Advance from Debtors	169	96
Total	1,948	1,705

NOTE:6 PROVISIONS

(a) Long-term Provisions

Particulars	As on 31 st March 2016	As on 31 st March 2015
Provision for Dimunition in value of Investments	57	51
Total	57	51

(b) Short-term Provisions

(₹ In Lacs)

Particulars	As on 31 st March 2016	As on 31 st March 2015
Provision For Income Tax (Net of Advance tax and TDS)	332	219
Provision for Wealth Tax	-	2
Total	332	221

NOTE:7 TRADE PAYABLES

Particulars	As on 31 st March 2016	As on 31 st March 2015
(a) Trade Payables	15,422	31,875
Total	15,422	31,875

Note: Trade Payable are subject to confirmation and reconciliation

**NOTE:8 FIXED ASSETS
(a) TANGIBLE ASSETS**

(₹ in Lacs)

Particulars	Gross Block			Depreciation			Net Block			
	As on 01.04.2015	Additions	Deduction	As on 31.03.2016	As on 01.04.2015	Depreciation for the year	Deduction	As on 31.03.2016	As on 31.03.2016	As on 1.04.2015
1. LAND	8,476	-	-	8,476	-	-	-	-	8,476	8,476
2. BUILDING & INFRASTRUCTURE	5,790	-	-	5,790	810	371	-	1,182	4,608	4,979
3. FURNITURE & FITTINGS	4,850	-	-	4,850	1,881	980	-	2,861	1,989	2,969
4. ELECTRICAL FITTINGS	2,194	-	-	2,194	852	444	-	1,295	899	1,342
5. PLANT & MACHINERY	2,702	-	209	2,494	1,094	388	162	1,319	1,174	1,609
6. OFFICE EQUIPEMENT	232	6	-	238	192	24	-	215	23	40
7. COMPUTERS	4,357	3	-	4,359	4,241	23	-	4,264	95	116
8. MOTOR VEHICLES	872	-	-	872	599	108	-	707	165	272
Total	29,472	9	209	29,272	9,669	2,338	162	11,844	17,428	19,803

(b) INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation			Net Block			
	As on 01.04.2015	Additions	Deduction	As on 31.03.2016	As on 01.04.2015	Depreciation for the year	Deduction	As on 31.03.2016	As on 31.03.2016	As on 1.04.2015
SOFTWARE	62	10	-	72	43	12	-	55	18	19
Total	62	10	-	72	43	12	-	55	18	19
Grand Total	29,534	19	209	29,344	9,711	2,350	162	11,898	17,446	19,823
Previous Years	29,255	373	94	29,534	6,271	3,509	68	9,711	19,823	22,809

Note:9 INVESTMENT

(₹ In Lacs)

(a) Non-current investments

Particulars	As on 31 st March 2016	As on 31 st March 2015
Investments in Equity instruments (at Cost)		
QUOTED EQUITY SHARES		
ANANT RAJ LTD	10	10
(3001 Equity Shares of Rs. 2 each fully paid up)		
ARVIND REMEDIES LTD	6	6
(10000 Equity Shares (Prev 30000 equity shares) of Rs. 10 each fully paid up)		
GTL INFRASTRUCTURE LTD	1	1
(2000 Equity Shares of Rs. 10 each fully paid up)		
IKF TECHNOLOGIES LTD	34	34
(220000 Equity Shares of Rs. 1 each fully paid up)		
JSW STEELS LTD	1	1
(30 Equity shares of Rs. 10 each fully paid up)		
CYBELE INDUSTRIES LTD	11	11
(25000 Equity Shares of Rs. 10 each fully paid up)		
UNQUOTED EQUITY SHARES		
ILUMI SOLUTION INC	479	317
(966620 Equity Shares (previous year 644413 Equity shares) of US\$ 0.00001 each fully paid up)		
Travancore Marketing Pvt Ltd	0	0
(11000 Eq Sh of Rs 10/- each fully paid up)		
Total	541	380
(b) Current Investments (At market value)		
Investments in Mutual funds		
SBI Infrastructure Fund	2	2
(20000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	-	6
(Previous year 500000 Units F.V. of Rs 10/-each)		
SBI One India Fund	23	23
(200000 Units F.V. of Rs 10/-each)		
Total	25	31

Note:10 DEFERRED TAX ASSETS

(₹ In Lacs)

Particulars	As on 31st March 2016	As on 31st March 2015
Deferred Tax Assets		
Depreciation on Fixed Assets	660	256
Effects of change in Depreciation Policy as per Companies Act, 2013	-	76
	660	333
Deferred Tax Liability		
Accrued compensation to employees	27	24
	27	24
Deferred Tax Assets after setoff	633	308

Note:11 LOANS AND ADVANCES

(a) Long Term Loans and Advances

Particulars	As on 31st March 2016	As on 31st March 2015
Unsecured considered good		
Loans & Advances		
- Related parties	-	-
- Others	296	346
Total	296	346

(b) Short Term Loans and Advances

Particulars	As on 31st March 2016	As on 31st March 2015
Loans and Advances		
- Related parties	786	357
- Others	9,061	10,609
Advance to Staff	14	19
Claims Receivable	0	0
Total	9,862	10,986

Note:12 OTHER ASSETS

(a) Other Non-Current Assets

Particulars	As on 31st March 2016	As on 31st March 2015
Security Deposit	653	564
Total	653	564

(b) Other Current Assets

(₹ In Lacs)

Particulars	As on 31 st March 2016	As on 31 st March 2015
Additional Custom Duty	33	18
Income Tax Receivable	28	15
Insurance Claims Receivable	39	33
Prepaid Expenses	63	96
Vat Input/Receivables	195	379
Security Deposit	35	47
Service Tax Input	3	1
Wealth Tax Refundable	0	0
Advance to staff	0	2
Advance given to Creditors	1,824	164
Total	2,220	755

Note:13 INVENTORIES

Particulars	As on 31 st March 2016	As on 31 st March 2015
Finished goods (Valued at Cost or NRV whichever is lower)	958	4,265
Total	958	4,265

Note:14 TRADE RECEIVABLES

Particulars	As on 31 st March 2016	As on 31 st March 2015
Trade Receivables Less than Six Months		
- Unsecured, Considered Good;	17,479	39,773
Trade Receivables More than Six Months	5,131	2,360
Total	22,611	42,132

Note- Trade Receivables are subject to confirmation and reconciliation

Note: 15 CASH AND BANK BALANCES

Particulars	As on 31 st March 2016	As on 31 st March 2015
Cash & Cash Equivalents		
- Cash	23	23
- Bank	7,566	4,591
Foreign Currency	-	-
Other Bank Balances		
- Interest thereon	69	358
- FD against BG	4,453	6,846
Total	12,111	11,818

Note:16 REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Sale of Products	185,988	251,185
Sale of Services (Rent)	4,357	4,562
Other operating revenues	1,132	1,228
Total	191,477	256,975

Note:17 OTHER INCOME

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Interest Income	474	431
Dividend Income	0	1
Net Gain/Loss on sale of investments	-	21
Other Non-operating income	186	237
Total	660	690

Note:18 PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Purchase of Products	172,989	225,397
Vat Input Disallow	21	117
Total	173,010	225,514

Note:19 CHANGE IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Opening Stock	4,265	12,386
Less: Closing Stock	958	4,265
Total	3,307	8,121

Note:20 EMPLOYEE BENEFITS EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Salaries and Allowances	1,813	2,057
Director Remuneration & Sitting Fees	368	233
Contribution to provident and other funds	69	71
Staff welfare expenses	80	78
Gratuity	20	5
Recruitment expenses	6	3
Total	2,355	2,447

Note:21 FINANCE COSTS

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Interest on Property Loan	2,312	2,288
Interest on Vehicle Loans	15	8
Other borrowing costs	1,960	1,729
Total	4,287	4,025

Note: Capitalisation of borrowing cost is nil during the year.

Note:22 OTHER EXPENSES

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Direct Expenses		
Scheme And Claim Expense	984	5,913
Commision paid	14	28
Clearing And Forwarding Expenses	39	48
Custom Duty	642	607
Freight Inward	153	164
Octroi Paid	3	2
Packing Expenses	68	180
Sub-Total	1,902	6,941
Administrative and Other Expenses		
Advertisement and Publicity	7	32
Annual Listing Fees	4	3
Audit Fees	9	10
Business Promotion Expenses	48	353
Computer Repairs & Maintenance	5	7
Conveyance Exp.	87	112

(₹ In Lacs)

Note:22 OTHER EXPENSES

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Donations	19	38
Electrical Power & Water Expenses	240	279
Festival Expenses	76	40
Freight And Cartage Outward	245	153
Incentive and Commision	179	86
Insurance Premiums	96	109
Legal & Professional Expenses	300	446
Loss on sale of Assets	25	-
Loss on sale of Investment	6	-
Licence Fee	-	129
Other Expenses	105	12
Office Expenses	15	27
Postage, Telephone & Courier Expenses	84	96
Printing & Stationery	32	73
Rates & Taxes	64	43
Rent Charges	403	360
Repair & Maintanance	260	357
Security Guard Charges	23	30
Software & Website Expenses	3	17
Statutory Expenses	40	15
Recruitment expense	1	-
Subscription & Membership Fees	2	2
Tour & Travelling Expenses	262	265
Sub- Total	2,640	3,095
Total	4,542	10,036

Note:23 Disclosure under Accounting Standard 17 - Segment Reporting

Segment Information

The Company has identified business segments. Business segments are primarily Mobile & Mobile Accessories and Renting of Immovable Property. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed Assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

(₹ In Lacs)

Particulars	Business Segments-2015-16			Business Segments-2014-15		
	Telecommuni- cation -Mobile Handset and Ac- cessories	Renting of Immovable Property	Total	Telecommunication - Mobile Handset and Accessories	Renting of Immovable Property	Total
Revenue	187,690	3,787	191,477	253,219	3,756	256,975
Inter-segment Revenue	-	-	-	-	-	-
Total Revenue	187,690	3,787	191,477	253,219	3,756	256,975
Segment Result	3,894	2,019	5,914	4,608	3,028	7,636
Unallocable Expenses	-	-	-	-	-	-
Operating Income	-	-	5,914	-	-	7,636
Other Income	-	-	660	-	-	690
Total Revenue			6,573			8,326
Interest Expenses	-	-	(4,287)	-	-	(4,025)
Profit before tax			2,287			4,301
Tax Expense	-	-	(993)	-	-	(1,554)
Net Profit for the year			1,294			2,746

Particulars	Business Segments-2015-16			Business Segments-2014-15		
	Telecommuni- cation -Mobile Handset and Ac- cessories	Renting of Immovable Property	Total	Telecommunication -Mobile Handset and Accessories	Renting of Immovable Property	Total
Segment Assets	51,514	16,835	68,348	73,016	19,089	92,106
Unallocable Assets	-	-	-	-	-	-
Total Assets	51,514	16,835	68,348	73,016	19,089	92,106
Segment Liabilities	24,371	19,246	43,617	50,117	17,340	67,457
Unallocable Liabilities	-	-	-	-	-	-
Total Liabilities	24,371	19,246	43,617	50,117	17,340	67,457
Capital Expenditure	-	-	-	-	-	-
Depreciation / Amorti- sation	174	2,176	2,350	256	2,967	3,223

Note: 24 Disclosure as per Accounting Standard 19 – Lease

Company's significant leasing arrangements are in respect of operating leases for premises (office, stores, warehouses etc.). The group has entered into agreement to take certain land and building on operating lease for warehousing activities from a third party during the year. These leasing arrangements which are not non-cancellable, range between 3 years and 05 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The lease rent of Rs. 3.92 crores (2014-15 Rs. 3.36 Cr) on such lease is included in Rent

Company has also given certain land and building on operating lease to a third party. The lease arrangement was for a period of 9 years, including a non-cancellable term of 3 years. The rental of Rs. 37.87 Crores (2014-15 - Rs. 37.56 Crores) on such lease is included in other operating revenue. With respect to non-cancellable period of the operating lease, the future minimum lease license fee receivable is Rs. 19.00 Cr.

Note:25 As per disclosure under AS-18, details of transactions entered into with related parties during the year is as follows:

a) List of Related Party

i) Holding Company	:	-
ii) Ultimate Holding Company	:	-
iii) Subsidiary Company	:	Optiemos Electronics Limited
	:	Optiemos Infracom (Singapore) Pte Ltd
	:	Optiemos Infracom International FZE
	:	One World TeleServices Private Limited
	:	Kishore Exports India Private Limited
iv) Fellow Subsidiary Company	:	Optiemos Metals & Mining Pte. Ltd.
v) Key Management Personnel	:	Mr. Ravinder Zutshi (Managing Director)
	:	Mr. Ashok Gupta (Executive Chairman)
	:	Mr. Hardip Singh (Whole time Director)
	:	Mr. Parveen Sharma (CFO)
	:	Mr. Vikas Chandra (CS)
vii) Associates / Entities in which KMP/ Relatives: of KMP can exercise significant influence	:	Param Exports & Constructions Pvt Ltd
	:	Teleecare Network India Private Limited
	:	MPS Telecom Retail Private Limited
	:	GDN Enterprises Private Limited
	:	International Value Retail Private Limited
	:	Xcite Communications Private Limited
	:	My Mobile Infomedia Pvt Ltd
	:	Techtube Mediaworks Pvt Ltd
	:	Eye Detectives Pvt Ltd
	:	Win Technologies

b) Inconformity with accounting standards 18 issued by ICAI the transaction with related parties -

Balances	Nature of Transaction	Amount of transaction	Balance as on 31st March 2016	Balance as on 31st March 2015
Mr. Ravinder Zutshi	Director Remuneration	112	-	-
Mr. Ashok Gupta	Director Remuneration	180	(20)	-
Mr. Hardip Singh	Director Remuneration	61	-	-
Mr. Parveen Sharma	Remuneration	23	-	-
Mr. Vikas Chandra	Remuneration	14	-	-
Teleecare Network India Private Limited	Sales	1,543	1,501	2,005
MPS Telecom Retail Private Limited	Sales	1,069	598	-
GDN Enterprises Private Limited	Sales	19,976	4,163	-
International Value Retail Private Limited	Sales	8,050	611	372
Mobiphone Network India Private Limited	Advances for Assets	40	870	870
Win Technologies	Loans & Advances	-	357	357

Note: 26 Disclosure under Accounting Standard 20 - Earning Per Share

(₹ In Lacs Except EPS and Share Data)

Particulars	As at 31st March 2016	As at 31st March 2015
Earning Per Share		
Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	1,294	2,746
Net Profit before exceptional items	1,294	2,746
Weighted Average number of Equity Shares used as denominator for calculating EPS	85,814,191	85,814,191
Earning Per Share		
Earning Per Share (before exceptional items)	1.51	3.20
Face Value per Share	10	10
Diluted		
The diluted earning per share has been computed by dividing the Net profit after tax available for Equity Shareholders by the weighted average number of equity shares after giving diluted effect of the outstanding warrants and convertible bonds for the respective period		
Net Profit after tax as per Profit & Loss to Equity Shareholders	1,294	2,746
Weighted Average number of Equity Shares used as denominator for calculating EPS	85,814,191	85,814,191
Earning Per Share	1.51	3.20
Face Value per Share	10	10

Note:27 Disclosure relating to AS-15 (Revised) - Employees Benefits:-

- (a) Provident Fund - 12% of Basic (including dearness pay) plus Dearness Allowance, contributed to Recognised Provident Fund
- (b) Gratuity- Payable on separation @ 15 days pay for each completed year of service to eligible employees who render continuous service for 5 years or more. Maximum limit is ₹10.00 lakh.

- In terms of Accounting Standard 15 (Revised) on Employees Benefits, the following disclosure sets out the status as required:-

Gratuity

(₹ In lacs)

S.No	Particulars	2015-16	2014-15
	Fair value of Defined Obligation		
i.	Opening Present value of projected benefit obligation	166	161
ii.	Current service cost	21	30
iii.	Interest cost	-	-
iv.	Actuarial gain(-) / losses(+)	(1)	-
v.	Past service cost	-	(25)
vi.	Benefits paid	(22)	-
vii.	Closing Present value of projected benefit obligation(I+ii+iii+iv-v-vi)	164	166

(₹ In Lacs)

	Reconciliation of fair value of Assets and obligations	2015-16	2014-15
i.	Opening Fair value of plan assets	127	52
ii.	Acquisition adjustment / Charges	(2.50)	-
iii.	Expected return on plan assets	11	7
iv.	Actual Company's contribution	28	76
v.	Actuarial gain(-) / losses(+)	-	-
vi.	Benefits paid	(22)	(8)
vii.	Closing Fair value of plan assets	142	127
viii.	Present value of defined obligation	164	171
ix.	Net liability recognised in the Balance Sheet (Schedule-6(a))	22	44

	Expenses recognised in the Statement of Profit & Loss Account	2015-16	2014-15
i.	Current service cost	21	30
ii.	Interest cost	-	-
iii.	Actuarial gain(-) / losses(+)	(1)	-
iv.	Past service cost	-	(25)
v.	Expected return on plan assets	(11)	(7)
vi.	Benefit Paid	22	8
a)	Employees remuneration & benefit charged to profit & loss A/c-		
	a) Gratuity	31	6
	b) Others	1,851	1,851

Gratuity Fund Investment details(Fund manager wise, to the extent funded)

	As on 31.03.2016
Life Insurance Corporation of India	142.17

Actuarial assumption

i.	Discount rate	8.00% per annum
ii.	Mortality rate	LIC (2006-08) Ultimate
iii.	Withdrawal rate	1% to 3 % depending on age
iv.	Expected rate of return	8.96% p.a.
v.	Future salary increase	6.00% p.a.
vi.	Retirement age	60 years

Note:28 Disclosure under Accounting Standard 29 - Contingent Liability

(₹ In Lacs)

Particulars	As at	As at
	31 st March, 2016	31 st March, 2015
Contingent Liabilities not provided for :		
a) Claim against the company not acknowledged as debt Income Tax matters	-	-
b) Sales Tax	322	3,717
c) TDS Demand	7	4
	328	3,721

Details of Pending Cases are:

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Sale Tax on Wrongly Input Credit taken Interest/Penalty	₹2039/- ₹4079/-	2007-2008	Asst. Commissioner of sale Tax Orissa
Sales Tax	Entry tax on zero value Goods Interest/Penalty	₹62513/- ₹125025/-	2008-2009	Asst. Commissioner of sales tax Orissa
Sales Tax	Sale tax Interest Penalty	₹3334677/- ₹826350/- ₹3334677/-	2008-2009	Asst. Commissioner of Trade & Taxes, Delhi, (objection by hearing Authority)
Sales Tax	Sales Tax	₹1631864/-	2006-2007	ETO-cum-Assessing Authority, Haryana
Sales Tax	Sale tax payable Interest u/s 14(6)	₹872095/- ₹703432/-	2010-11	Assessing Authority, Gurgaon Haryana
Sales Tax	Sales Tax Payable Interest	₹597783/- ₹322802/-	2007-08	Superintendent of Taxes, Guwahati, Unit-D, Assam
Sales Tax	VAT Payable u/s 28(2)(ii)	₹2600000/-	2011-12	Deputy Commissioner of Comm. Tax, Ghaziabad. UP
Sales Tax	VAT Payable	₹17831391/-	2012-13	Senior Joint Commissioner of Commercial Taxes, Behala Circle, Kolkatta, WB

Note:29 Additional Information to the Financial Statements

(₹ In Lacs)

Particulars	2015-16	2014-15
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	114,738	76,104
Value of Imports (incl. High seas Purchase)	113,857	76,144
Profit and (Loss) Foreign Exchange Fluction	299	207
Director's Remuneration		
Director's Remuneration paid during the year	364	227
Auditor Remuneration		
Audit Fee	7	7

In terms of our report attached

For **RMA & ASSOCIATES**
Chartered Accountants
Firm Registration No: 000978N

Rajiv Bajpai
Partner
M.No: 405219

Place : New Delhi,
Dated : May 30, 2016

For and on behalf of the Board of Directors

Ravinder Zutshi
Managing Director
DIN : 00520290

Parveen Sharma
Chief Financial Officer
PAN: ATWPS6301D

Ashok Gupta
Chairman
DIN: 00277434

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

Place : New Delhi
May 30, 2016

NOTICE

NOTICE is hereby given that the **23rd** Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Friday, the 30th Day of September, 2016 at 11:00 A.M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016, the reports of the Board of Directors and the Auditors thereon and the Audited consolidated financial statements of the Company for the financial year ended on March 31, 2016.

2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of Ms. Renu Gupta (DIN: 00030849), who retires by rotation, and being eligible, offers herself for re-appointment.

3. RATIFICATION OF APPOINTMENT OF AUDITORS

To ratify the appointment of M/s RMA & Associates, Chartered Accountants, (firm registration number 000978N), as Statutory Auditors of the Company for the year 2016-17. Accordingly, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of Companies Act, 2013 and the rules made there under, pursuant to the recommendations of the Audit committee of the Board and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s RMA & Associates, Chartered Accountants (firm registration number 000978N) as Statutory Auditors of the Company to hold office till the conclusion of the 25th annual general meeting of the Company to be held in calendar year 2018 be and is hereby ratified and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the audit Committee in consultation with the Auditors, and that such remuneration may be paid in such a manner as may be mutually decided upon.”

SPECIAL BUSINESS

4. APPOINTMENT OF MR. NARESH KUMAR JAIN (DIN: 01281538) AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with rules made thereunder, (including any statutory modifications (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Naresh Kumar Jain (DIN: 01281538), who was appointed as Additional (Independent) Director of the Company by the Board of Directors with effect from October 28, 2015 and who holds office until the date of this Annual General Meeting in terms of section 161 of



the Act, and in respect of whom the Company has received a notice in writing from him under section 160 of the Companies Act, 2013 signifying his intention to be appointed for the office of a Director of the Company, be and hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for five consecutive years for a term up to October 27, 2020”

5. RE-APPOINTMENT OF MR. HARDIP SINGH (DIN: 01071395) AS A WHOLE TIME DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, schedule V and other applicable provisions of the Companies Act, 2013, and pursuant to the recommendations of the Nomination & Remuneration committee of the Board and in furtherance to the resolution passed by the members at the Annual General meeting held on September 29, 2012, Mr. Hardip Singh who was appointed as Whole Time Director of the Company w.e.f. November 7, 2011 for a period of five years, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation, for a period of five years at a time effective from September 30, 2016 to September 30, 2021 on the following terms and conditions:

I. Remuneration:

- a. Basic Salary : Rs. 3,50,000/- (Rupees Three Lac Fifty Thousand only) per month or as may be decided by the board from time to time.
- b. Bonus : As per the Company's Schemes and Incentives & Other as may be to be decided by the Board from time to time.
- c. Motor Car : Provision of motor car with a chauffeur.
- d. Medical : As per rules of the Company's Reimbursement Scheme.
- e. Leave Travel : As per rules of the Company's Concession Scheme.
- f. Provident : As per rules of the Company's Superannuation Scheme & other Funds.
- g. Gratuity : As per rules of the Company's Scheme.
- h. Club Subscription : Reimbursement of club subscription fees to two clubs.
- i. Other allowances : Subject to any statutory ceiling/s, the Whole Time Director may be given. Any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

II Commission:

The Board will decide the amount of commission payable to him Based on the net profits of the Company each year, provided that the total remuneration will not exceed 5% of the net profits of the Company in accordance with the section 197 read with schedule V to the Companies Act, 2013.

III Minimum Remuneration:

In the event of any absence or inadequacy of profits in any financial year, the remuneration payable to the Whole Time Director shall be in accordance with the Schedule V to the Companies Act, 2013.

IV Mr. Singh shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Singh however that such remuneration shall not exceed the maximum limits specified in section 197 of the Companies Act, 2013 read with the Schedule V thereto.

RESOLVED FURTHER THAT Mr. Singh shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof, he shall however be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company, which shall not be included in the total remuneration as mentioned above.

RESOLVED FURTHER THAT subject to the approval of Central Government, if necessary, in the event of any absence or inadequacy of net profit in any financial year, the aforesaid remuneration other than commission shall be paid as minimum remuneration;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

On behalf of the Board of Directors
For **Optiemus Infracom Limited**

Sd/-

Vikas Chandra
Company Secretary

Place : New Delhi

Date : September 2, 2016

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 4 & 5, to be transacted at the Annual General Meeting, is annexed hereto.
2. In respect to Item No. 2, a statement giving additional information on the Directors seeking re-appointment is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings.
3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed for use by members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in**



aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. Proxy-holder shall prove his identity at the time of attending the meeting. In case when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to Attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time between 9 a.m. and 6 p.m. provided that not less than three days notice in writing is given to the Company.
6. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting during till the conclusion of AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).
9. Investor grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@optiemos.com to enable investors to register their complaints/requests, if any.
10. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their email address by sending the 'E-Communication Registration Form' (as annexed to the notice) duly filled and signed, to the RTA of the Company M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi – 110 024.
11. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. That the separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this notice.**
12. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.

Members/proxies should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. **No Attendance Sheets will be distributed** at the meeting.

13. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered office address or by sending an Email to info@optiemus.com, at least seven days before the date of the Annual General Meeting.
14. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) during Business hours, up to the date of Annual general Meeting.
15. Members may note that the Notice of 23rd Annual General Meeting and the Annual Report for 2015-16 will be available on the Company's website www.optiemus.com.
16. A Route map showing Directions to the venue of the 23rd Annual General Meeting and nearby prominent landmark is given at the end of this notice.
17. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi – 110 024, if the shares are held by them in certificate form.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Beetal.
19. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

By the order of the Board
For **Optiemus Infracom Limited**

Place : New Delhi
Date : September 2, 2016

Vikas Chandra
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4| APPOINTMENT OF MR. NARESH KUMAR JAIN AS INDEPENDENT DIRECTOR

The Board at its meeting held on October 28, 2015, appointed Mr. Naresh Kumar Jain (DIN: 01281538) as an Additional Director of the Company with effect from October 28, 2015, pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Naresh Kumar Jain will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing under the provisions of section 160 of the Companies Act, 2013, from him along with the requisite deposit amount proposing his candidature for the office of Independent Director, to be appointed as such, under the provisions of section 149 of the Act.

The Company has received a declaration from Mr. Jain that he meets the criteria of Independence as prescribed both under sub section (6) of section 149 of the act and under SEBI Listing Regulations. Consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013 has also been obtained from him.

In opinion of the Board, Mr. Naresh Kumar Jain fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, rules made thereunder and SEBI Listing Regulations. Mr. Jain is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile and particulars of Mr. Naresh Kumar Jain is given below:

Mr. Naresh Kumar Jain is a science graduate and has completed his law degree from Delhi University in 1974. He is a fellow member of the Institute of Company Secretaries of India and an honorary fellow member of The Institute of Certified Public Secretaries – Kenya. He has an industry experience of over 38 years which includes more than 29 years of managerial experience in senior positions. He retired as the Secretary and CEO of The Institute of Company Secretaries of India. Under his leadership, the Institute recorded outstanding growth and development on all fronts.

Mr. Jain has attended a week long Board Leadership Programme, South Asia, organised by Global Corporate Governance Forum, IFC, World Bank Group in Washington, DC and was a faculty in “Train the Trainer-Corporate Governance Board Leadership Programme” organised by Global Corporate Governance Forum, IFC, World Bank Group, Washington, DC in Mumbai and New Delhi.

He is a widely travelled and has addressed various national and international seminars, conferences and workshops on diverse issues including Corporate Governance organised by OECD, GCGF, INSOL International, Indo-UK Task Force on Corporate Affairs, ICGN, IFCS, CSIA, Cass Business School, London, CMDA, etc. He has also authored several articles which have been published in various national economic newspapers, journals and professional magazines. He has been a member of various high powered committees and groups of apex industry associations, government and regulatory bodies, academic institutions, international associations including the Ministry of Corporate Affairs, Planning Commission,

SEBI, National Foundation for Corporate Governance, IGONU, IFCS, CSIA, etc. Presently he is a member of ASSOCHAM National Council for Corporate Affairs & CSR, a Partner of Global FinServe LLP, an Independent Director and a regular faculty in seminars/conferences/ workshops organised by ASSOCHAM, IOD, IICA, ICSI, ICAI, ICWAI etc.

Mr Jain is presently a Corporate Advisor and Trainer for Board leadership teams on diverse subjects with focus on Corporate Governance, Board's roles, responsibilities and liabilities, corporate compliance management, Sustainability etc.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. Naresh Kumar Jain himself.

Additional details regarding profile of Mr. Jain is given in Annexure to this item.

The Board recommends the ordinary resolution set out at item no. 4 of the notice for approval of the members.

ITEM NO. 5 | RE-APPOINTMENT OF MR. HARDIP SINGH AS A WHOLE TIME DIRECTOR

Mr. Hardip Singh (DIN: 01071395) was appointed as Whole Time Director of the Company with effect from November 11, 2011, Pursuant to the approval by the members in Annual general Meeting held on September 29, 2012 for a period of five years at a time. Further, his tenure of appointment as earlier approved by the members is due to expire on November 11, 2016. Accordingly, in terms of provisions of section 196, 197 & rules made thereunder, The Board has proposed his re-appointment as Whole Time Director of the Company for a further period of five years, on the same terms as previously approved by the members, as modified from time to time.

Intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013 has been obtained from him.

Brief Profile and particulars of Mr. Hardip Singh is given below:

Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company. He did diploma in Marketing Management and holds a Bachelor's degree in Arts (Economics Honors). Mr. Singh's broad experience of over 22 years in Marketing, Distribution and Business Development is noteworthy.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. Hardip Singh himself.

Additional details regarding profile of Mr. Singh is given in Annexure to this item.

The Board recommends the ordinary resolution set out at item no. 5 of the notice for approval of the members.



**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR
REAPPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

ITEM NO. 2 | RE-APPOINTMENT OF MS. RENU GUPTA AS A DIRECTOR

Ms. Renu Gupta (DIN: 00030849) was appointed as a Non Executive Director of the Company whose office being liable to retire by rotation, is retiring at this Annual General Meeting, and being eligible has offered herself for re-appointment at same terms of appointment as already approved by the members.

The Company has received from Ms. Renu Gupta, intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Brief Profile and particulars of Ms. Renu Gupta is given below:

Ms. Renu Gupta, is a Graduate and is having more than 17 years of exposure in the field of Telecom Industry. Ms. Renu Gupta has a remarkable entrepreneurship quality and has been running all associated concerns successfully. As a Director, she is responsible for Business relations of the Company with other associations.

Ms. Renu Gupta, is wife of Mr. Ashok Gupta who is Executive Chairman of the Company. Thus, Except for them, none of the other Directors or Key Managerial personnel or their relatives is interested in the said resolution.

Additional details regarding profile of Ms. Renu Gupta is given in Annexure to this item.

The Board recommends the ordinary resolution set out in item no. 2 of the notice for approval of shareholders.

ANNEXURE TO ITEMS 2, 4 AND 5 OF THE NOTICE

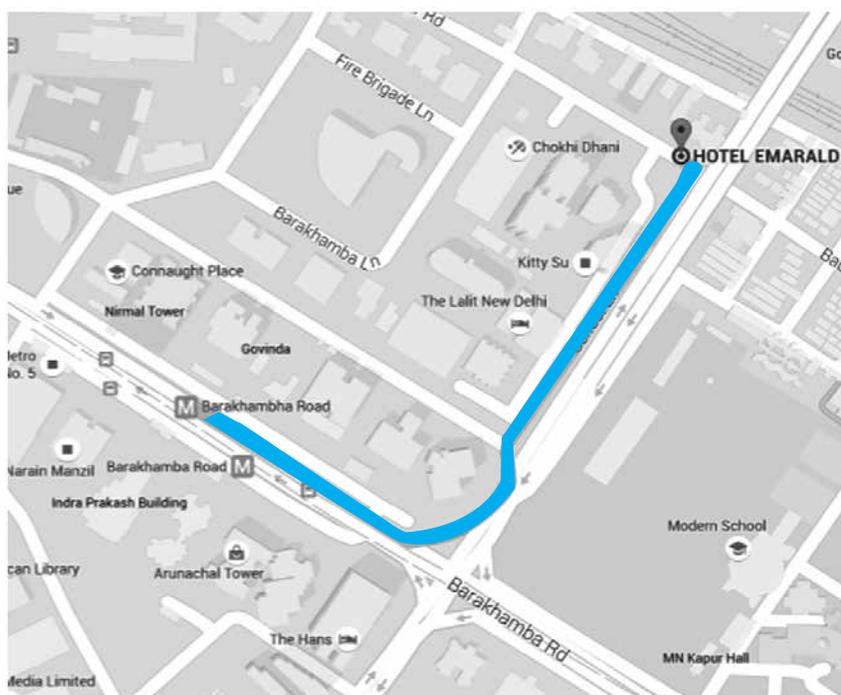
Profile of Directors seeking re-appointment at the forthcoming Annual General Meeting

(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Naresh Kumar Jain	Mr. Hardip Singh	Ms. Renu Gupta
DIN	01281538	01071395	00030849
Age	64	52	52
Qualifications	Bachelor in Science, Bachelor in Law and Company Secretary	Bachelor in Arts, Economic Honours	Bachelor in Arts
Experience	Over 38 years	Over 22 years	Over 17 years
Expertise in specific functional areas	Corporate Governance management and Legal	Marketing	Marketing, Branding
Date of Appointment on the Board	28.10.2015	11.11.2011	14.08.2014
Terms & Conditions of Appointment	As specified in the proposed resolution under item No. 4 to this notice.	As specified in the proposed resolution under item No. 5 to this notice.	On such terms and conditions as mentioned in the resolution passed in the Annual General Meeting held on September 30, 2014.
Remuneration last Drawn	Only sitting fees of Rs. 116,000 for Meetings of the Board & Committee paid.	Remuneration of Rs. 61 Lacs during 2015-16	Nil
Remuneration proposed to be given	Sitting fees as payable to other Independent Directors	As specified in the proposed resolution under item No. 5 to this notice.	N.A.
Number of shares held in the Company as on March 31, 2016	NIL	Nil	6981111 Equity shares of Rs. 10/- each
List of Directorships held in other Companies (Excluding foreign, private and section 8 Companies)	S.E. Investments Limited (Listed)	None	Mobiphone Network India Limited (Unlisted)

Chairmanship/Membership in Audit and Stakeholder's Relationship Committees across Public Companies including Optiemos Infracom Limited	Optiemos Infracom Limited – Audit Committee – Member S.E. Investments Limited – Stakeholder's Relationship Committee - Member	Optiemos Infracom Limited – Stakeholders Relationship Committee – Member	Nil
Relationship between Directors inter se	None	None	Wife of Executive Chairman of the Company, Mr. Ashok Gupta
Number of Board Meetings attended during 2015-16	4(Four)	12 (Twelve)	11 (Eleven)

ROUTE MAP FOR ANNUAL GENERAL MEETING



Venue : Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001

INSTRUCTIONS FOR REMOTE E-VOTING

For the purpose of section 108 of the Companies Act, 2013 ('the Act') read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('the Rules') and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility to the members holding shares either in physical form or in dematerialized form as on 23rd September, 2016 (End of the Day) being the Cut-off (record date) date for the purpose of Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 fixed for determining voting rights of members, entitled to cast their votes electronically, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The E-Voting facility is available at the link <https://www.evotingindia.co.in>

The E-voting Event Number and period of E-voting are set out below:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
160827063	Tuesday, 27 th September 2016 at 9.00 A.M. IST	Thursday, 29 th September 2016 at 5.00 P.M. IST

Note: Please read the instructions printed below before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time

The instructions for members for voting electronically are as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as provided in the Ballot form) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB or Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. Note: If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (160827063) for Optiemos Infracom Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) Members who have cast their votes by remote e-voting may attend the meeting, but shall not be entitled to cast their vote again.
- (xx) In case of any queries/issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Mr. Sumit Batra, practicing Company Secretary, 3393, 1st Floor, South Patel Nagar Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (xxiii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (xxiv) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.optiemos.com and on the website of CDSL within two days of passing of the resolutions and shall be communicated to BSE Ltd. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 23rd Annual General Meeting of the Company.



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E-COMMUNICATION REGISTRATION FORM

I agree to receive all communication from the Company in electronic mode. Please register my email ID in your records for sending communication through email as per the details given below:

Folio No. : _____

(For shares held in physical mode) : _____

DP ID : _____

Client ID : _____

Name of First Registered Holder: : _____

Registered Address : _____

Email ID of the First Registered Holder:
(in capital letters) : _____

Date: **Signature of the First Registered Shareholder**

Important Notes:

- 1) On registration, all the communication will be sent to the Registered email ID.
- 2) Members are requested to keep informed as and when there is any change in their email addresses to their Depository Participant(s) in case the shares are held in Demat Mode and to the RTA of the Company or at the Registered Office of the Company in case the shares are held in physical mode.

**OPTIEMUS
INFRACOM
LIMITED**



ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Folio No/Client ID/DP ID : _____
 No. of Shares Held : _____
 Full Name of the member(s) : _____
 Name of the Proxy* : _____

*(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the TWENTY THIRD ANNUAL GENERAL MEETING of the Company on Friday, September 30, 2016 at 11:00 a.m. at Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi- 110 001.

_____ Member's / Proxy's Signature

- Shareholders/Proxies who come to attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.
- **No Attendance slip will be distributed at the venue.**

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L64200DL1993PLC054086**
 Name of the Company : **OPTIEMUS INFRACOM LIMITED**
 Registered Office : **K-20, Second Floor, Lajpat Nagar-II, New Delhi- 110 024**
 Name of the member (s) : _____
 Registered Address : _____
 E-mail-Id : _____
 Folio No/Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____
 E-mail Id: _____ Signature _____ or failing him

(2) Name: _____ Address: _____
 E-mail Id: _____ Signature _____ or failing him

(3) Name: _____ Address: _____
 E-mail Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY THIRD annual general meeting of the company, to be held on Friday, 30th Day of September, 2016 at 11.00 a.m. at Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

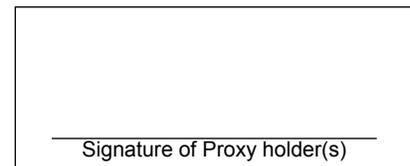
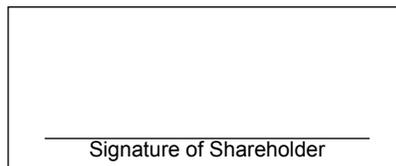
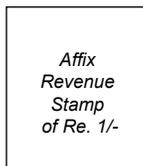
Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the year ended on 31st March, 2016 including audited Balance Sheet as at 31st March 2016, and the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Renu Gupta (DIN: 00030849), Director who retires by rotation and is eligible for re-appointment as Non- Executive Director.
3. To ratify the appointment of M/s RMA & Associates, Chartered Accountants, as Statutory Auditors and fixation of Remuneration.

Special Business:

4. Appointment of Mr. Naresh Kumar Jain (DIN: 01281538) as an Independent Director
5. Re-appointment of Mr. Hardip Singh as Whole Time Director of the Company.

Signed this ____ day of _____ 2016



Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

