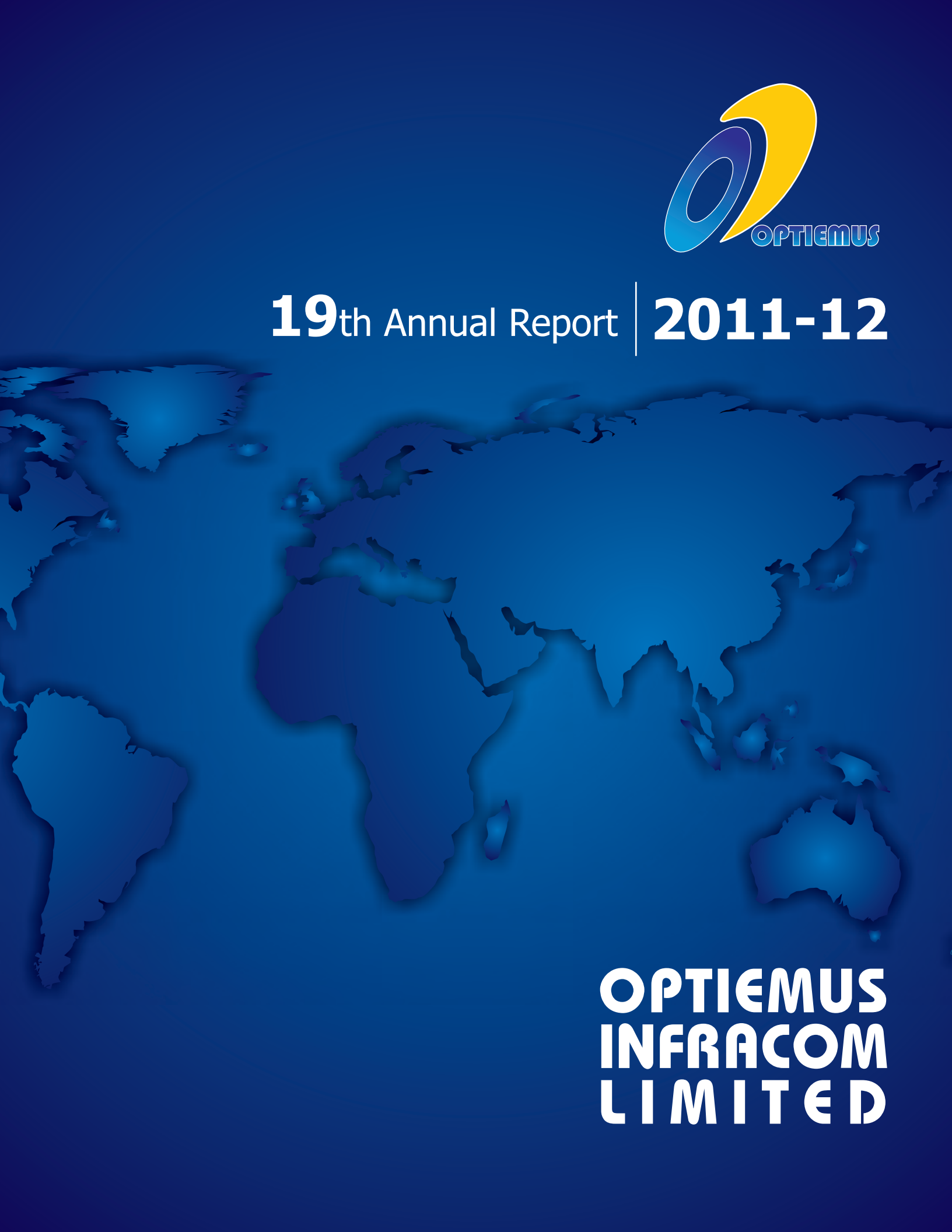


19th Annual Report | 2011-12

OPTIEMUS INFRACOM LIMITED

**To be a world class diversified group,
committed to enhance stakeholders' value.**

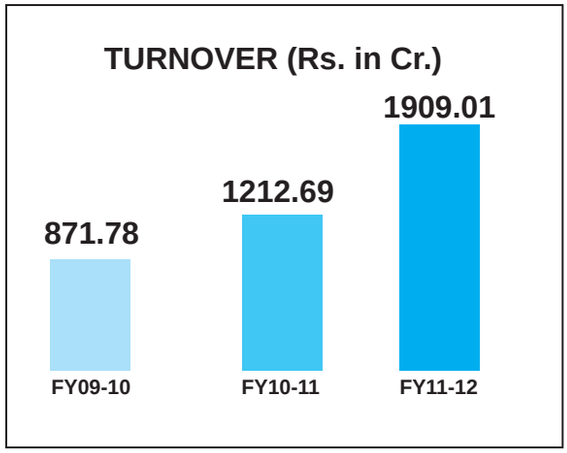
**To increase the current capacities and its downstream operations to
achieve economies of scale through continual improvement in performance.**

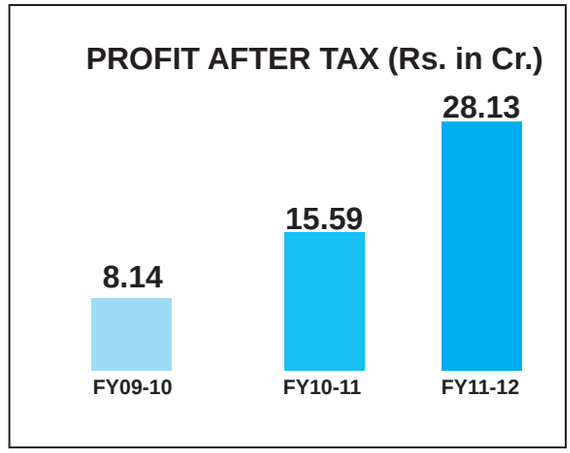
**Taking Responsibilities and Ownership for action and their results.
Treating everyone with dignity and fairness**

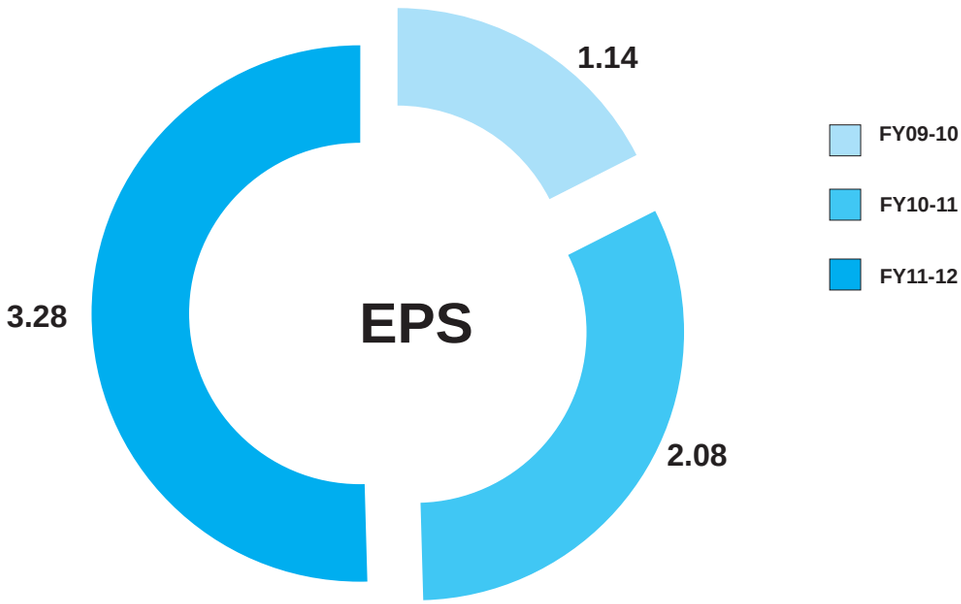
FINANCIAL HIGHLIGHTS

NET REVENUE	PROFIT AFTER TAX	EARNING PER SHARE
Rs. **1909.01** CRORES	Rs. **28.13** CRORES	Rs. **3.28** (FACE VALUE Rs. 10/-)

FINANCIAL TRENDS







CORPORATE INFORMATION

THE BOARD

ASHOK GUPTA, Chairman & Managing Director

PARUL RAI, Executive Director

LALIET GUPTA, Non-Executive Director

HARDIP SINGH, Executive Director

MANOJ JAIN, Non-Executive Director

GAUTAM KANJILAL, Non-Executive Director

COMPANY SECRETARY

VIKAS CHANDRA

CHIEF FINANCIAL OFFICER

PARVEEN SHARMA

AUDITORS

RMA & Associates
Chartered Accountants
48, Ist Floor, Hasan Pur,
I.P. Extention, Delhi - 110092

BANKERS

Indusind Bank Limited
State Bank of India
Standard Chartered Bank
Axis Bank Limited

REGISTERED & CORPORATE OFFICE

K-20, 2nd Floor, Lajpat Nagar Part-II,
New Delhi- 110 024
Ph. No.: 011-29840905, Fax: 011-29840908
Website: www.optiemus.com
E-mail : info@optiemus.com

TRANSFER AGENT

BEETAL Financial & Computer Services (P) LTD.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110062
Phone: +91-11-2996 1281(Six Lines),
Fax: +91-11-29961284
Email: beetal@beetalfinancial.com

COMMITTEES OF BOARD

Audit Committee
Investors/Shareholders Grievances Committee
Share Transfer Committee

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CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

I am pleased to report 19th Annual Performance Report of the Company to all the stakeholders of the Company. It gives me immense pleasure to share with you, another year of impressive performance by Optiemus. Despite of challenges and competition, the foregoing year 2011-12 was the year of record performance when your Company Optiemus Infracom Limited crossed the revenue generation of Rs. 1900 cr., with a growth of 57.87% in revenue, 80.50% in PAT, the progress of Optiemus has something to be proud.

We are moving forward with accelerated energy towards multidimensional expansion. We are confident our sales and operating profits will grow significantly in current fiscal.

As a Company, Optiemus is positioned at an interesting juncture and looking towards a great future. We are following different models towards this. We are working with various agencies, companies, institutions in order to get the solution fastest.

It gives me immense pleasure to convey that your Company has acquired a commercial property situated at Sector 126, Noida (Uttar Pradesh) which is one of the prime locations of NOIDA on Express-way. The said Property is costing approximately Rs. 130 Crores having plot size of 13260 Sq Mtrs along with buildup structure of approximately 4,00,000 Sq ft.

The acquisition of said property is a part of diversification plan and also to create an asset base of the Company, the said property is being developed as a Software and Technology Center. I believe that your Company will receive a striking revenue by setting of such development on the said property.

I am sharing that in a little over a decade of wireless telephone. India has moved from a subscriber base of zero to becoming the second largest market in world after China with around 65% of the Indian population having mobile in their hands as on 2012 which translate the gigantic figure of 765 million subscriber. That is 2.5 times of the total US population and second to the China with 863 million subscribers. It also reports penetration of 85% by the end of 2014. Plus, the number of mobile subscribers in India is growing by a whopping 20 million every month.

We have always believed that our growth is intrinsically linked with the growth of our people. We encourage diversity and a performance driven organizational culture in which people give their best and feel proud to be part of a successful and a caring organization.

I would like to thank each and every one of our employees whose commitments and efforts made 2011-12 yet another successful year for the Optiemus.

On my conclusion, I would also like to thank you, all our shareholders, for your continued support in our journey of delivering consistent, competitive, profitable and responsible growth.

Sincerely

Ashok Gupta

Chairman & Managing Director

DIRECTORS' REPORT

Dear Members

Your Directors have great pleasure in presenting the 19th Annual Report on the business and operation of Optiemus Infracom Limited together with audited statements of accounts for the financial year ended 31st March 2012.

FINANCIAL RESULTS

The Board of Directors is pleased to state that during the year ended on 31st March 2012, your Company has posted an inspiring growth and its performances are noteworthy. The financial performance of the Company for the year ended March 31, 2012 is summarized below:

Particulars	**Year ended on 31.03.2012 (Rs. in '000')**	Year ended on 31.03.2011 (Rs. in '000')
Turnover	**19,066,699**	12,0177,311
EBT	**404,683**	234,197
Less : Provision for Tax	**124,021**	82,951
Add: Deferred	**678**	(4,620)
PAT	**281,339**	155,866
EPS	**3.28**	2.08

OPERATIONS

During the year under reporting your company achieved another milestone as turnover touched an all time high of Rs. 1909.01 crores as compare to Rs. 1212.69 crores for the previous year registering a growth of 57.42%. The management of the Company is committed to maximize the shareholders value.

DIVIDEND

The Board is of the view 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 2011-12.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A and 58 AA of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

ACQUISITION OF AUCTIONED COMMERCIAL PROPERTY IN NOIDA

Your Company has acquired a commercial property situated at Sector 126, Noida (Uttar Pradesh) which is one of the prime locations of NOIDA on Express-way. The said Property is costing approximately Rs. 130 Crores having plot size of 13260 Sq Mtrs along with buildup structure of approximately 4,00,000 Sq ft.

The acquisition of said property is a part of diversification plan and also to create an asset base of the Company, the said property is being developed as a Software and Technology Center.

ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Company has altered its Main Object of the Memorandum of Association in consequence of the declaration of result of Postal Ballot dated 18th June, 2012 to carry on the business as follows in addition with the existing Main Objects of the Company. The Registrar of Companies NCT of Delhi & Haryana has issued a certificate of registration of Special Resolution confirming the alteration of Main Object Clause of Memorandum of Association dated 25th June, 2012.

'To purchase, take on lease or otherwise acquire any right or interest in any movable or immovable property including but not limited to industrial, commercial, institutional, residential or lands, plots, building, houses or areas within or outside the limits of Municipal Corporation or other local bodies anywhere within the Domain of India or elsewhere to hold, develop or construct as including but not limited to training center, testing center, software development center, information technology center, software or hardware park, corporate park for self use, sale, letting out or sub leasing or any other purpose'.

INCREASE IN BORRWOING POWER OF THE COMPANY

Your Company has passed the resolution under section 293(1) (d) of the Companies Act, 1956 for increase in borrowing power from time to time as they may think fit, any sum or sums of money not exceeding Rs. 200 crores (Two Hundred Crores only) excluding the temporary loans obtained from the Company's banker in the ordinary course of business and including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency (ies) in consequence of the declaration of result of Postal Ballot dated 18th June, 2012.

CHANGE IN REGISTERED OFFICE OF THE COMPANY

Your Company has shifted the Registered Office from 317, Competent House, F-14, Connaught Place, New Delhi-110001 to K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024 w.e.f 1st November, 2011.

COMPOUNDING OF DEFAULT FOR NOT HOLDING OF 17TH ANNUAL GENERAL MEETING WITHIN TIME PRESCRIBED UNDER SECTION 166 READ WITH 210 OF THE COMPANIES ACT, 1956 FROM HON'BLE COMPANY LAW BOARD

Hon'ble Company Law Board, Delhi Bench, New Delhi has passed the order dated 3rd October, 2011 for compounding of offence for not holding of 17th Annual General Meeting within the time prescribed under section 166 read with 210 of the Companies, Act, 1956. The Company has obtained the certified true copy of the order on 9th December, 2011.

The Company has filed the certified true copy of the compounding order with the office of Registrar of Company NCT of Delhi & Haryana dated 14th December, 2011.

SUBSIDIARY (S)

Your Company has incorporated a wholly owned subsidiary Company in the name and style of Optiemus Infracom (Singapore) Pte. Ltd in Singapore. The Board is of the view that the Wholly Owned Subsidiary Company has great potential of development in future. Mr. Ashok Gupta and Mr. Hardip Singh are appointed as Directors in wholly Owned Subsidiary of the Company.

Consolidated accounts of its subsidiary (s) for the year under review has also been drawn in accordance with applicable accounting standard (s).

DIRECTORS

During the year under review, following changes took place in the office of Directors of the Company:

The Board of Directors of the Company has appointed Mr. Hardip Singh, as Executive Director and Mr. Gautam Kanjilal as Additional Director of the Company. In accordance with Article 107 of the Articles of Association, Mr. Manoj Kumar Jain retires by rotation and, being eligible, has offered himself for re-appointment.

Information about the directors proposed to be appointed/re-appointed such as their experience, term & conditions, etc. as required under clause 49 is being given in the notice to the shareholders, which is forming part of this annual report.

Mrs. Renu Gupta had resigned from the office of the directorship of the Company during the financial year under review. The Board of Directors places on record its sincere appreciation for the guidance and assistance provided by her during her tenure as Director of the Company.

TAKE NOTE OF CHANGE IN NAME OF THE COMPANY BY BOMBAY STOCK EXCHANGE LIMITED

Your Company has made the application for change in name of the Company at Bombay Stock Exchange Limited, where the Shares of the Company are listed. The Bombay Stock Exchange Limited has changed the name of the Company from Akanksha Cellular Limited to Optiemus Infracom Limited vide notice dated 4th July, 2012.

The Board took note of the same.

AUDITORS AND THEIR REPORT

M/s RMA & Associates, retiring auditor has presented willingness to be re-appointment as Statutory Auditor of the Company for the financial year 2012-2013. The Company has received certificate from them to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956. The approval of the shareholders is sought for this resolution.

The observation made in the Auditors Report are self-explanatory and therefore, do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

CORPORATE GOVERNANCE

A separate section on Corporate Governance together with a certificate from the Company's auditors confirming the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges is annexed hereto.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement with the Stock Exchanges is given in Annexure-A and forms an integral part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARN¬INGS AND OUTGO

The particulars regarding energy conservation and technology absorption as prescribed under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, are not applicable to the company.

Details of Foreign Exchange used and earned as follows:- (Rs. in '000')

Foreign Exchange Earning: Rs. 116,937.00

Foreign Exchange outgo: Rs. 193,980.00

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

ii) they have 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 or loss of the company for that period;

iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) they have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

Particulars of an employees pursuant to section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules 1975, as amended from time to time, during the year ended 31.03.2012 is set out as an annexure to the Director's report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation extended to the company by commercial banks, business associates, shareholders, customers and executives.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**
(Formerly Akanksha Cellular Limited)

Place : New Delhi
Date : September 01, 2012

(Ashok Gupta)
Chairman

Annexure to the Director' Report

Information of the employee covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particular of employee) Rules

Employed for the financial year 2011-2012

S. No	Name of the Employee	Designation	Qualification	Age	Date of Joining	Experience	Remuneration (In Lac) Per Month	Previous Employment
1	Mr. Ashok Gupta	Managing Director	Graduate	54 yrs	05.01.2009	21 yrs	5.00	Own Business

ANNEXURE – A

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

i) Business Segment- Telecommunication Products

The Telecommunications continues to be one of the India's biggest success stories. In recent years the Telecom sector has been delivering strong returns on investment and steady subscriber addition. In 2012, the total telecom subscriber base is expected to reach approximately 690 to 700 million to include about 640 to 650 million wireless users driven by a rise in communications demand from semi-urban and rural India. Rural Market will be the next growth driver for operators with the near saturation of Urban Market. In 2012, 3G services will have just begun to spread in India and mobile entertainment are likely to be more popular. Multiple factor, planned and unplanned, anticipated and unanticipated have coalesced to produce a remarkable decades of continued success, these include low tariffs and low handset cost.

ii) Business Segment – Infrastructure

India's growing economy is placing huge demands on critical infrastructure – power, roads, railways, ports, transportation systems, and water supply and sanitation. While the government has raised its investments in infrastructure, the investment gap remains daunting with an estimated $1 trillion required to meet the country's resource needs over the next five years. Accordingly, India is encouraging private participation in infrastructure development.

2. OPPORTUNITIES

i) Telecommunication Products

Even though the global liquidity crunch is likely to take a toll in short term merger, the interest shown by global Telecom operators in domestic India Telecom market has been encouraging. Recently Japan's leading Telecom operator, NTT Docomo invested USD 2.7 Billion. Norway based Telecom Company Telenor invested USD 1 Billion. It is an opportunity to build a truly global presence. Despite the global slow down, the demand for new mobile connections in India are expected to be rebuts.

ii) Infrastructure

The road sector in India will call for investments in the range of US$75-90 billion over the next five years and India's construction sector is anticipated to grow at about 35 percent between the 2008–09 FY and the 2012–13 FY. The private sector is likely to contribute 44 percent of the country's total projected spending of US$100 billion on roads and highways during the 12th Five-Year Plan period.

3. THREATS

i) Telecommunication Products

The Current financial crisis could have a low to medium impact on Telecom sector in terms of rising cost of capital and reduction in discretionary spending on the part of customer. Looking ahead in order

to ensure strong growth rate the Government and the regulators will need to put in place compressive directions and companies will need to consistently innovate to effectively manage the revenues and costs.

ii) Infrastructure

Delay in Government and regulatory decision making have caused several road, railway port and other infrastructure projects to fall behind schedule. The slow down of reforms and a lack of long term funding could hurt profitability. The uncertain economic environment is causing investment to dry up in the infrastructure sector.

4. OUTLOOK

After the completion of merger, the Company has from time to time moving into areas of business which would be more profitable for the company. As the part of diversification plans the Company has incorporated a wholly owned subsidiary in Singapore. The Company is desirous to expand its operation globally so as enable it to make its presence in the global market.

5. RISKS AND CONCERNS

The revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline. Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls for achieving efficiency in operation, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

The Audit Committee undertakes extensive programmes for both pre and past audit checks and review and also carries out regular follow-up on observations made.

7. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

Your Company continuously invests in people development, grooming management talent, and has a culture of harnessing people power to the maximum. Devotion and commitment of our employees has enabled the Company to reach its targets and deadlines on time.

8. CAUTIONARY STATEMENT

Statement in the management Discussion and Analysis describing the company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factor that could influence the company's operation include Changes in Government Regulation, Tax Laws, Economic Development of the country and such other factors.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Corporate Governance is aimed at ensuring that the objectives of the Company are well defined along with timely measurement and monitoring of the performance against those objectives. It envisages attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients, etc. and at the same time places due emphasis on compliance of various statutory laws.

2. BOARD OF DIRECTORS

a) The Company has an optimum combination of Executive and Non Executive Directors in its Board. The Board consists of Six Director, among them three are Executive and three are Non-executive independent. 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.

During the year under review, Twenty Board Meetings were held on 11th April 2011, 21st April, 2011, 27th April, 2011, 3rd May, 2011, 14th May, 2011, 16th May, 2011, 11th July, 2011, 13th July, 2011, 12th August, 2011, 1st September, 2011, 15th September, 2011, 15th October, 2011, 7th November, 2011, 14th November, 2011, 10th December, 2011, 12th December, 2011, 23rd December, 2011, 24th January, 2012, 13th February, 2012 and 10th March, 2012.

b) The Composition of directors and their attendance at the board meetings during the year and at the last Annual General Meeting and also number of other directorships, committee memberships and chairmanships held by them are given below:-

Name of Director	Category	Designation	No. of BM Attended	Attendance at Last AGM	Committee Membership	Committee Chairmanship
Ashok Gupta	Promoter	Managing Director	20	Yes	3	1
Renu Gupta*	Promoter	Director	12	No	Nil	Nil
Hardip Singh**	Executive	Director	14	No	2	Nil
Manoj Kumar Jain	Independent	Director	20	Yes	1	Nil
Laliet Gupta*	Independent	Director	12	Yes	2	2
Parul Rai**	Executive	Director	4	No	Nil	Nil
Rajesh Sharma*	Independent	Director	2	No	1	Nil

*Mr. Rajesh Sharma, Mr. Hardip Singh and Mrs. Renu Gupta is ceased to be Director of the Company with effect from 23rd April, 2011, 13th July, 2011 and 18th October, 2011 respectively.

**Mrs. Parul Rai, Mr. Laliet Gupta and Mr. Hardip Singh have been introduced as Director at the Board of the Company w.e.f 27th April, 2011, 13th July, 2011 and 7th November, 2011 respectively.

c) No any Director of the Company except Mr. Manoj Kumar Jain, is Director or Member or Chairman in other Public Limited Company as on 31.03.2012. Mr. Manoj Kumar Jain is Director in Two Public Limited Company as on 31st March, 2012 for which the detail is as follows:-

Name of the Company	Category	Designation	Committee Membership	Committee Chairmanship
Goyal Achal Sampatti Vikas and Niyojan Nigam Limited	Non-Executive	Director	2	1
North Eastern Carrying Corporation Limited	Non-Executive	Director	3	Nil

d) Non executive director's compensation: Non Executive/Independent Directors are liable for sitting fee. The Non Executive/Independent Director is eligible for Rs. 4000 and Rs. 1000 as sitting fee for attending each Board and Committee meeting respectively.

3. AUDIT COMMITTEE

The Audit Committee had four meetings during the year 2011-2012. The composition of Audit Committee and attendance at its meetings is given hereunder:-

Member	Position	No of meetings Attended
Mr. Laliet Gupta	Chairman	3
Mr. Ashok Gupta	Member	4
Mr. Manoj Kumar Jain	Member	4
Mr. Hardip Singh	Member	1
Mr. Vikas Chandra	Secretary	4

The Company Secretary acts as Secretary of the Committee. A representative of the Statutory Auditors is invited as required. The minutes of meetings of Audit committee are placed before the Board.

The broad terms of reference of the Audit Committee cover the areas specified in clause 49 of the Listing Agreement which are stated below:-

- Oversight of the Company's financial Reporting process, and its financial statements.
- Review of accounting, financial and risk management policies and practices.
- Reviewing the adequacy of the internal control systems.

4. INVESTORS'/SHAREHOLDERS' GRIEVANCE COMMITTEE

The Investors'/Shareholders' Grievance Committee has been constituted to look into the prompt redressal of Investors' complaints like non - receipt of annual reports, issue of duplicate certificates, non - receipt of shares after transfer, pendency of dematerialisation request and other allied transactions.

5. SHARE TRANSFER COMMITTEE

The share transfer committee has been set up to expedite the process of Share Transfer. The committee is attending its meeting thrice in a month as on 10th, 20th and 30th day of every month.

6. GENERAL BODY MEETINGS

(i) The details of last three Annual General Meetings of the company are as under:

Financial Year (ended)	Date	Time	Venue
31st March, 2009	12th November, 2009	11.30 A.M	Community Hall, PKT – G, Near Gurudwara, Sarita Vihar, New Delhi-110076
31st March, 2010	23 rd April, 2011	10.00 A.M	Community Centre, A.G.C.R. Enclave, Delhi-92
31st March, 2011	30th September, 2011	11.00 A.M	Check-Inn Hotels, 104 Babar Road, Connaught Place, New Delhi-110001

(ii) The Shareholders of the Company have passed the Special Resolution for change of name of the Company from Akanksha Cellular Limited to Optiemus Infracom Limited in 17th Annual General Meeting dated 23rd April, 2011.

The Shareholders of the Company have passed the Special Resolution in 18th Annual General Meeting dated 30th September, 2011 for alteration in Article of Association of the Company so as to include the new clause 95 which is as follow:-

Each Director shall entitle to receive out of funds of the Company by way of sitting fee as prescribed under the Companies Act, 1956 and rules framed thereunder as amended from time to time

(iii) The Shareholders of the Company have passed the Special Resolution by way of Postal Ballot for alteration in Object Clause of the Memorandum of Association of the Company in addition with the existing Main Objects of the Memorandum of Association of the Company accordingly the result of the postal ballot was declared on 18th June, 2012.

Mr. Dharmendra Singh, Chartered Accountant has been appointed as scrutinizer for conduction of Postal Ballot process in a fair and transparent manner.

The details of voting pattern as follows:-

Particulars	No.s
Total Postal Ballot Received	42
Postal ballot form received in defaced or mutilated form	0
Invalid Postal Ballots	8
Valid Postal Ballots	34
Total Postal Ballot Votes	82677282
Total Invalid Postal Ballot Votes	2410
Total Valid Postal Ballot Votes	82674872
Votes Cast in favour of the resolution	82674072
Votes cast against the resolution	800

7. DISCLOSURES

None of the transactions with any of the related parties were in conflict with the interests of the company at large.

There has not been any non-compliance of the Law nor any penalty and strictures were imposed on the company by the Stock Exchange or SEBI or any other Statutory Authority, on any matter relating to Capital market during the last three years.

8. MEANS OF COMMUNICATION

i) The quarterly and half yearly results of the Company are published in one English Daily ("Economic Times") and one Hindi Daily ("Economic Times").

ii) The functional website of the Company is www.optiemus.com.

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting	29th day of September, 2012 at 11:00 AM Check-Inn Hotels, 104, Babar Road, Connaught Place, New Delhi-110 001
Financial Calendar	April to March
Date of Book closure	24.09.2012 to 29.09.2012 (both days inclusive)
Listing on Stock Exchanges	Bombay Stock Exchange Delhi Stock Exchange Jaipur Stock Exchange
Stock Code	Mumbai – 530135 Delhi – 7988 Jaipur – 553
Registrar and Transfer Agent	Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Delhi-110062
Address for Correspondence	**OPTIEMUS INFRACOM LIMITED** K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024

Market Price Data

The monthly high and low quotations and volume of shares traded at Bombay Stock Exchange Limited as follows:-

Month	Share Price		BSE Sensex	
	High	Low	High	Low
April, 2011	42.80	32.00	19811	18976
May, 2011	41.25	31.10	19254	17786
June, 2011	42.45	34.75	18873	17314
July, 2011	39.95	31.30	19132	18132
August, 2011	40.50	25.00	18440	15765

Month	Share Price		BSE Sensex	
	High	Low	High	Low
September, 2011	41.85	28.50	17212	15801
October, 2011	31.75	25.50	17908	15745
November, 2011	26.25	20.10	17702	15478
December, 2011	20.55	18.10	17004	15136
January, 2012	21.00	17.90	17259	15358
February, 2012	25.60	18.10	18524	17061
March, 2012	33.95	23.70	18040	16920

Since the shares of the Company have not been frequently traded on Delhi and Jaipur Stock Exchanges during the last 12 months, the data containing the highest and lowest quotation are not available.

Share Transfer System

Applications for transfer 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. They attend the Share Transfer formalities at least once in 10 days and forward the same to Optiemus Infracom limited for the share transfer committee's approval. Shares held in Dematerialised form are electronically traded in depository and the Registrar and Share Transfer agent of the Company periodically receive from the depository the beneficiary holdings so as to update the records for sending all corporate communications and other matters. Physical shares received for dematerialisation are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to the depository participants under advice to the shareholders.

Distribution of Shareholding and shareholding pattern:

The distribution of shareholdings as on 31st March, 2012 is as below:

Nominal Value of Equity shares held	No. of Shareholders	% of Total	No. of Shares	Amount	% to Total
Upto 5000	1850	71.90	397859	39,78,590	0.4636
5001-10000	329	12.79	273853	27,38,530	0.3191
10001-20000	159	6.18	245144	24,51,440	0.2857
20001-30000	82	3.19	206218	20,62,180	0.2403
30001-40000	28	1.09	100093	10,00,930	0.1166
40001-50000	22	0.86	101457	10,14,570	0.1182
50001-100000	52	2.02	381323	38,13,230	0.4444
100001 and above	51	1.98	84108244	84,10,82,440	98.0120
TOTAL	**2573**	**100**	**85814191**	**85,81,41,910**	**100.00**

Category wise Shareholding Pattern as on 31st March 2012 is as below:

Category	Category of Shareholder	No. of shares	% age
(A)	**Promoters & Promoter Group**		
1	Indian	6,43,00,541	74.93
2	Foreign	Nil	Nil
	Sub Total (A)	6,43,00,541	74.93
(B)	**Public Shareholding**		
1	Institutions	Nil	Nil
2	Non-Institutions		
	Bodies Corporate	18691088	21.78
	Individuals	2794638	3.26
	Clearing Member	198	0
	HUF	27181	0.03
	NRI	545	0
	Sub Total (B)		
	Grand Total (A+B)	**8,58,14,191**	**100 %**

Dematerialization of Shares and Liquidity

About 98.47% of the shares are in dematerialized form as on 31.03.2012. The equity shares of the company are traded on Bombay Stock Exchange.

Outstanding GDRs / ADRs / Warrants or Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs /Warrants or Convertible Instruments.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Place : New Delhi
Date : September 01, 2012

(Ashok Gupta)
Chairman

EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To the Members

Optiemus Infracom Limited
(Formerly Akanksha Cellular Ltd)

We, the undersigned, in our respective capacities as Executive 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, 2012 and based on our knowledge and belief, we state that :

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.

  (ii) 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 that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they 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 :

  (i) significant changes, if any, in the internal control over financial reporting during the year;

  (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

  (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place : New Delhi	(Hardip Singh)	(Parveen Sharma)
Dated : August 14, 2012	Executive Director	Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF LISTING AGREEMENT

To the Members

Optiemus Infracom Limited
(Formerly Akanksha Cellular Ltd)

We have examined the compliance of conditions of Corporate Governance by **Optiemus Infracom Limited** for the year ended 31st March 2012.

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).

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi
Dated : September 01, 2012

AUDITOR'S REPORT

To
THE MEMBERS OF
OPTIEMUS INFRACOM LIMITED
NEW DELHI

We have audited the attached Balance Sheet of **Optiemus Infracom Limited ('the company')** as at March 31, 2012, the Profit & Loss Account of the company and cash flow statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standard required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting, the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditor's Report) Order, 2003 ('the order'), as amended, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 ('the Act'), we enclose in the annexure a Statement on the matters specified in the paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred in Paragraph 1 above, we report that:
   - i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   - ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
   - iii) The Balance Sheet, the Profit & Loss Account of the company and the cash flow statement dealt with by this report are in agreement with the books of Accounts.
   - iv) In our opinion, the Balance Sheet, the Profit & Loss Account and cash flow statement dealt with by this report comply with the accounting standards as referred to in Section 211 (3C) of the Companies Act 1956.
   - v) We have no observation or comments that have adverse affect on the functioning of the company.
   - vi) On the basis of written representation received from the Directors as at 31 March 2012 and taken on record by the Board of Directors, we report that none of the Directors of the company are disqualified from being appointed as Director of the company under section 274 (1) (g) of the companies act 1956.

vii) In our opinion and to the best of our information and according to the explanations given to us, the accounts read together with notes on Accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2012;

b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date; and

c) In the case of cash flow statement, of the cash flows for the year ended on that date.

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi
Dated : August 14, 2012

Annexure to the Auditor's Report

(Referred to in paragraph (1) of our report of even date to the members of OPTIEMUS INFRACOM LIMITED)

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification and same have been properly dealt with in the books of accounts.

(c) There was no substantial disposal of fixed assets during the year.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under Section 301 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.

(iv) Purchase of inventory and the major portion of the traded goods including mobile handsets are stated to be of proprietary nature, and hence, in such cases, the comparison of prices with the market rates or with purchases with other parties cannot be made. Read with the above, in our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company.

(v) In our opinion and according to the information and explanation given to us , the company has not been taken deposit under section 58A and 58AA of the companies act 1956 and the companies (Acceptance of deposits) Rules 1975 with regard to the deposits accepted from the public , no order has been passed by the company law board or national company law tribunal or reserve bank of India or any other tribunal on the company in respect of the above said deposits.

(vi) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

(b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues were outstanding at the year end for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, and cess on account of any dispute, are as follows:

Name of the status	Nature of Dues	Amounts (Rs.)	Period to which the amount relates	Forum where dispute is pending
Sales tax	Sales Tax on cash card & recharge coupons	Rs. 41435/-	1999-2000	Deputy Commissioner Appeal-IV Sales tax
	Interest U/s 27(2)	Rs 28544/-		
Sales Tax	Sales Tax on cash card & recharge coupons	Rs 132665/-	2000-2001	Deputy Commissioner (Appeal) Sales tax
	Interest U/s 27(2)	Rs 35819/-		
Sales Tax	Sales Tax on cash card & recharge coupons	Rs 223568/-	2001-2002	Deputy Commissioner (Appeal) Sales tax
	Penalty U/s 56	Rs. 1000/-		
Sales Tax	Sale Tax on Wrongly Input Credit taken	Rs. 2039/-	2007-2008	Asst. Commissioner of sale Tax Orissa
	Interest/Penalty	Rs 4079/-		
Sales Tax	Entry tax on zero value Goods	Rs. 62513/-	2008-2009	Asst. Commissioner of sales tax Orissa
	Interest/Penalty	Rs.125025/-		
Sales tax	Sale tax	Rs. 3334677/-	2008-2009	Asst. Commissioner of Trade & Taxes (objection by hearing Authority)
	Interest	Rs. 826350/-		
	Penalty	Rs.3334677/-		
Sales Tax	Sales Tax	Rs. 1631864	2006-2007	ETO-cum-Assessing Authority, Gurgaon

(viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current year and immediately preceding financial year.

(ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding debentures during the year.

(x) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xi) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xii) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xiii) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xiv) In our opinion the term loans have been applied for the purpose for which they were raised.

(xv) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

(xvi) According to information and explanation given to us, the company has not been made preferential allotment of shares to parties and companies covered in the register maintained under section 301 0f the act .

(xvii) According to information and explanations given to us during the period the company has not issued any Debentures.

(xviii) The Company has not raised money by way of public issue during the year.

(xix) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi
Dated : August 14, 2012

BALANCE SHEET AS AT 31ST MARCH, 2012

(Rs. in Thousand)

	Note No.	AS AT 31.03.2012	AS AT 31.03.2011
I. EQUITY AND LIABILITIES			
1) Share Holders Fund			
Share Capital	1(a)	**858,142.00**	858,142.00
Reserve & Surplus	2	**545,893.00**	264,554.00
Money received against share warrants	1(b)	**—**	—
2) Share Application Money pending allotment	3	**—**	20,500.00
3) Non-Current Liabilities			
Long Term Borrowings	4(a)	**1,098,401.00**	63,213.00
Deferred Tax Liabilities (Net)		**17,158.00**	17,836.00
Other Long Term Liabilities	5(a)	**—**	—
Long Term Provisions	6(a)	**2,352.00**	—
4) Current Liabilities			
Short Term Borrowings	4(b)	**1,210,103.00**	919,005.00
Trade Payables	7	**1,689,502.00**	1,542,219.00
Other Current Liabilities	5(b)	**8,586.00**	16,337.00
Short Term Provisions	6(b)	**130,037.00**	83,887.00
TOTAL		**5,560,174.00**	**3,785,693.00**
II. ASSETS			
1) Non Current Assets			
Fixed Assets			
Tangible Assets	8(a)	**1,409,410.00**	193,473.00
Intangible Assets	8(b)	**—**	—
Capital Work In Progress		**2,033.00**	—
Non Current Investments	9(a)	**16,973.00**	11,129.00
Long term loans and advances	10(a)	**—**	—
Other non-current assets	11(a)	**486.00**	1,093.00
2) Current Assets			
Current Investments	9(b)	**—**	—
Inventories	12	**424,134.00**	418,176.00
Trade receivables	13	**2,440,789.00**	2,100,251.00
Cash and Cash equivalents	14	**546,277.00**	336,274.00
Short Term Loans & Advances	10(b)	**665,839.00**	424,549.00
Other Current Assets	11(b)	**54,234.00**	300,748.00
TOTAL		**5,560,174.00**	**3,785,693.00**

See accompanying notes forming part of the financial statement

In terms of our report attached

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi,
Dated : 14th August 2012

For and on behalf of the Board

(Laliet Gupta)
Director

(Hardip Singh)
Executive Director

(Parveen Sharma)
Chief Financial Officer

(Vikas Chandra)
Company Secretary

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2012

(Rs. in Thousand)

		Note No.	For the year ended on 31.03.2012	For the year ended on 31.03.2011
I.	**Revenue from Operations**	15	**19,066,699.00**	12,077,311.00
II.	**Other Income**	16	**23,470.00**	49,684.00
III.	**TOTAL REVENUE (I+II)**		**19,090,169.00**	**12,126,995.00**
IV.	**EXPENDITURE**			
	Direct Expenses	17	**1,091,976.00**	211,561.00
	Purchase of Stock-in-Trade	18	**16,991,529.00**	11,290,899.00
	Changes in inventories of finished goods work-in-progress and stock in Trade	19	**(5,958.00)**	(147,159.00)
	Employee Benefit Expenses	20	**129,169.00**	106,890.00
	Finance Costs	21	**157,476.00**	121,830.00
	Depreciation and Amortization Expenses	22	**62,921.00**	88,667.00
	Other Expenses	23	**258,373.00**	220,110.00
	TOTAL EXPENSES		**18,685,486.00**	**11,892,798.00**
V.	**Profit before Exceptional and Extraordinary Item and Tax (III-IV)**		**404,683.00**	234,197.00
VI.	**Exceptional Items**		**—**	—
VII.	**Profit before Extraordinary Item and Tax (V-VI)**		**404,683.00**	234,197.00
VIII.	**Extraordinary Items**		**—**	—
IX.	**Profit before tax (VII-VIII)**		**404,683.00**	234,197.00
X.	**Tax Expenses:**			
	(1) Current Tax		**129,740.00**	83,807.00
	(2) Deferred Tax		**678.00**	(4,620.00)
	(3) Wealth Tax		**296.00**	80.00
	(4) Taxation Adjustment of Previous year (Net)		**(6,015.00)**	(936.00)
XI.	**Profit /(Loss) for the period from continuing operations**		**281,339.00**	**155,866.00**
XII.	**Profit/(Loss) from discontinuing operations**		**—**	—
XIII.	**Tax expenses of discontinuing operations**		**—**	—
XIV.	**Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)**		**—**	—
XV.	**Profit/(Loss) for the period (XI+XIV)**		**281,339.00**	155,866.00
XVI.	**Earning Per Equity Shares:**			
	(1) Basic		**3.28**	**2.08**
	(2) Diluted		**3.28**	**2.08**

See accompanying notes forming part of the financial statements

In terms of our report attached

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi,
Dated : 14th August 2012

For and on behalf of the Board

(Laliet Gupta)
Director

(Hardip Singh)
Executive Director

(Parveen Sharma)
Chief Financial Officer

(Vikas Chandra)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2012

(Rs. in Thousand)

		31 March, 2012	31 March, 2011
A.	**Cash flow from operating activities**		
	Profit/(Loss) before tax and after prior period items (excluding deferred tax)	**404,683 .00**	234,197.00
	Adjustments for :		
	Depreciation	**62,313.00**	88,059.00
	Finance expenses	**157,476.00**	121,829.00
	Loss on Sale/ Discarding of Fixed Assets	**44.00**	604.00
	Dividend Income	**(42.00)**	(67.00)
	Interest Income	**(23,028.00)**	(6,244.00)
	Operating profit before working capital changes	**601,446.00**	**438,378.00**
	Movements in working capital :		
	Decrease / (Increase) in inventory	**(5,958.00)**	(147,159.00)
	Decrease / (Increase) in sundry debtors	**(340,538.00)**	(615,406.00)
	Decrease / (Increase) in loans and advances and Other current assets	**5,225.00**	(205,090.00)
	Increase / (Decrease) in trade and other payables, current liabilities and provisions	**476,781.00**	(102,133.00)
	Cash generated from operations	**736,956.00**	**(631,410.00)**
	Less: Net Prior Year Adjustment	**(6,015.00)**	(937.00)
	Less: Direct taxes paid	**130,037.00**	34,491.00
	Net cash used in Operating Activities (A)	**612,934.00**	**(664,964.00)**
B.	**Cash flow from Investing Activities**		
	Acquisition of fixed assets (including advances against capital expenditure)	**(1,280,387.00)**	(22,799.00)
	Sale of Fixed Assets	**10.00**	316.00
	Purchase of Investment	**(5,890.00)**	—
	Dividend Income	**42.00**	67.00
	Interest Income	**23,028.00**	6,244.00
	Sale of Investment	**46.00**	88,796.00
	Net cash used in Investing Activities (B)	**(1,263,151.00)**	**72,624.00**
C.	**Cash flow from Financing Activities**		
	Proceeds from issuance of share capital	**—**	137,400.00
	Proceeds from issuance of Share Application Money	**(20,500.00)**	(8,564.00)
	Proceeds/(Repayment) of long term borrowings	**1,038,146.00**	559,499.00
	Proceeds/(Repayment) from unsecured loans	**—**	2,369.00
	Financial expenses paid	**(157,476.00)**	(121,829.00)
	Net cash from Financing activities (C)	**860,170.00**	**568,875.00**
Net change in cash and cash equivalents (A+B+C)		**209,953.00**	**(23,465.00)**
Cash and cash equivalents at the beginning of the year		**336,324.00**	359,789.00
Cash and cash equivalents at the end of the year		**546,277.00**	336,324.00

Notes: 1. Cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statements notified by the Companies (Accounting Standards) Rules, 2006.

2. These embarked account balances with banks can be utilized only for the specific identified purpose

In terms of our report attached

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi,
Dated : 14th August 2012

For and on behalf of the Board

(Laliet Gupta)
Director

(Hardip Singh)
Executive Director

(Parveen Sharma)
Chief Financial Officer

(Vikas Chandra)
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENT

Notes to Balance Sheet

(Rs. in Thousand)

NOTE:1

SHARE CAPITAL

PARTICULARS	**As at 31 March, 2012**	As at 31 March, 2011
Authorised Share Capital		
85,980,000/- equity share of Rs 10/- each	**859,800 .00**	859,800 .00
(Previous Year 85980000 equity share of Rs 10/- each)		
(a) Issued, Subscribed & fully Paid-up share Capital		
85,814,191 equity Share of Rs10/- each fully paid-up	**858,142.00**	858,142.00
(Previous Year 85814191 equity shares of Rs 10/- each)		
(b) Share Warrant	—	—
Total	**858,142.00**	858,142 .00

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

In event of liquidation of the Company, the total proceeds from such liquidation event remaining to be distributed among the holders of the shares of the Company after discharging the liabilities of the Company.

List of shareholders holding Equity Shares 5 % or more

Name of Shareholders	**31 March, 2012**		31 March, 2011	
	No. of Shares	**%Holding**	No. of Shares	%Holding
GRA Enterprises Private Limited	**38,738,500**	**45.14**	38,738,500	45.14
Mr. Ashok Gupta	**5,754,894**	**6.71**	5,754,894	6.71
Mrs. Renu Gupta	**6,981,111**	**8.14**	6,981,111	8.14
Mr. Deepesh Gupta	**5,365,029**	**6.25**	5,365,029	6.25
Mr. Neetesh Gupta	**5,214,607**	**6.08**	5,214,607	6.08

NOTE:2

RESERVE AND SURPLUS

Particulars	**As at 31 March, 2012**	As at 31 March, 2011
General Reserve	**26,093.00**	26,093.00
Previous Balance P & L	**238,461.00**	—
Surplus during the year	**280,822.72**	238,461.00
Total	**545,376.72**	264,554.00

NOTE:3

SHARE APPLICATION MONEY PENDING ALLOTMENT

Particulars	As at 31 March, 2012	As at 31 March, 2011
Share Application Money		20,500.00
Total	—	**20,500.00**

NOTE:4

BORROWINGS

(a) Long Term Borrowings

Particulars	As at 31 March, 2012	As at 31 March, 2011
Secured		
Term Loan from Banks	**639,162.17**	—
Vehicle Loan	**12,268.62**	15,413.00
Unsecured		
From Directors	—	—
From Others	**446,969.89**	47,800.00
Total	**1,098,400.68**	63,213.00

(b) Short Term Borrowings

Particulars	As at 31 March, 2012	As at 31 March, 2011
Secured		
Working Capital Loans from Bank	**610,103.30**	373,205.00
Bill Discounting	**600,000.00**	545,800.00
Total	**1,210,103.30**	919,005.00

Notes:-Working Capital Loans are secured by a first ranking pari passu charge over entire Current Assets of the Company including stocks of finished goods, stock in trade, goods in transit, Book Debts and other current assets of the Company (Present and Future)

Term loan is secured by the Equitable Mortgage of Land and Building situated at Noida

NOTE:-5

OTHER LIABILITIES

(a) Other Non Current Liabilities

Particulars	As at 31 March, 2012	As at 31 March, 2011
Trade Payable	—	—
Defer Payment facilities	—	—
Outstanding	—	—
Deferred Sales Tax Liability	—	—
Total	—	—

(b) Other Current Liabilities

Particulars	**As at 31 March, 2012**	As at 31 March, 2011
Duties and Taxes	**1,565.45**	8,688.00
Other Payables	**968.53**	604.00
Expenses Payables	**5,647.94**	6,659.00
Audit Fee Payables	**404.50**	386.00
Total	**8,586.42**	16,337.00

NOTE:-6

PROVISIONS

(a) Long Term Provisions

Particulars	**As at 31 March, 2012**	As at 31 March, 2011
Provision for Gratuity	**2,351.64**	—
Total	**2,351.64**	—

(b) Short Term Provisions

Particulars	**As at 31 March, 2012**	As at 31 March, 2011
Provision for Tax	**129,740.20**	83,807
Provision for Wealth Tax	**296.42**	80.00
Total	**130,036.62**	83,887.00

NOTE:-7

TRADE PAYABLES

Particulars	**As at 31 March, 2012**	As at 31 March, 2011
(a) Trade payables having scheduled payment within 12 months after the reporting time	**1,689,502.16**	1,542,219.00
(b) Trade payable outstanding beyond normal operating cycle	—	—
Total	**1,689,502.16**	1,542,219.00

NOTE:-8

PARTICULARS OF DEPRECIATION ALLOWABLE AS PER COMPANIES ACT, 1956

(a) TANGIBLE ASSETS

(₹ in thousands)

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep. (%)	As on 1.04.11	Additions	Deduction	As on 31.03.12	As on 1.04.11	Depreciation during the year	Deduction	As on 31.03.12	As on 31.03.12	As on 01.04.11
LAND	0.00	12,459.3	817,644,32	—	830,104	—	—	—	—	830,104	12,459
BUILDING	5.00	—	447,776.07	—	447,776	—	2,821	—	2,821	444,955	—
OFFICE EQUIPMENT	13.91	14,080	598	107	14,571	6,392	1,113	53	7,452	7,120	7,688
COMPUTERS	40.00	422,824	2,190	—	425,013	309,095	45,826	—	354,921	70,093	113,729
PLANT & MACHINERY	13.91	61,415	672	—	62,087	28,582	4,612	—	33,194	28,893	32,832
FURNITURE & FIXTURE	18.10	5,054	179	—	5,232	2,885	408	—	3,294	1,939	2,168
MOTOR VEHICLES	25.89	57,880	9,245	—	67,126	33,284	7,534	—	40,818	26,307	24,596
Total		573,711	1,278,304	107	1,851,908	380,238	62,313	53	442,498	1,409,410	193,473

(b) INTANGIBLE ASSETS

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep. (%)	As on 1.04.11	Additions	Deduction	As on 31.03.12	As on 1.04.11	Depreciation during the year	Deduction	As on 31.03.12	As on 31.03.12	As on 01.04.11
PATENT COPYRIGHT	0.00	1,002	—	—	1,002	1,002	—	—	1,002	—	—
Total	—	1,002	—	—	1,002	1,002	—	—	1,002	—	—
Grand Total	—	574,713	1278,304	107	1,852,911	381,240	62,313	53	443,501	1,409,410	193,473

Note:9

INVESTMENT

(a) Non-current investments

Particulars	As at 31 March, 2012	As at 31 March, 2011
Investments in Equity instruments (at cost)		
QUOTED EQUITY SHARES		
ANANT RAJ INDUSTRIES LTD	**1,016.84**	1,017.00
(3001 Equity shares of Rs2/- each fully paid up)		
ARVIND REMEDIES LTD	**1,688.49**	1,688.00
(300000 Equity shares of Rs 1/- each fully paid up)		
GATEWAY DISTRIPARKS LTD	**1,206.15**	1,024.00
(10000 Equity shares of Rs 10/- each fully paid up)		
GTL INFRASTRUCTURE LTD	**56.79**	37.00
(2000 shares of Rs 10/- each fully paid up)		
IKF TECHNOLOGIES LTD	**3,441.81**	3,442.00
(220000 Equity shares of Rs 1/- each fully paid up)		
ISPAT INDUSTRIES LTD	**73.71**	54.00
(2200 Equity shares of Rs 10/- each fully paid up)		
CYBELE INDUSTRIES LTD	**1,089.19**	1,089.00
(25000 Equity shares of Rs 10/- each fully paid up)		
UNQUOTED EQUITY SHARES		
DELICHEM HARDWARE PVT LTD	—	29.00
(41000 Equity Share of Rs 10/- each Fully paid up)		
DELICHEM PHARMA PVT LTD	—	11.00
(18000 Equity Shares of Rs 10/- each fully paid up)		
EMU Exports Private Limited	—	6.00
(10000 Equity Shares of Rs 10/- each fully paid up)		
Travancore Marketing Pvt Ltd	**7.70**	8.00
(11000 Equity Share of Rs 10/- each fully paid up)		
Pinewood Agencies Pvt Ltd		
(40000 equity Share of 10/each Fully paid up)	—	24.00
Investments in Mutual funds		
SBI Infrastructure Fund	**200.00**	200.00
(20000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	**5,000.00**	500.00
(50000 Units F.V. of Rs 10/-each)		
SBI One India Fund	**2,000.00**	2,000.00
(200000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	**500.00**	—
(50000 Units F.V. of Rs 10/- each)		
Investments in 100% Foreign Subsidiary Co.,		—
Optiemus Infracom (Singapore) Pte Ltd	**692.15**	
Total	**16,972.83**	11,129.00

Note:-
1. 7000 Equity Shares of Gateway Distriparks Limited were sold and purchased during the financial year and earned a profit of Rs. 222551.
2. 1500 Equity Shares of GTL Infrastructure Limited were purchased during the financial year.
3. 1200 Equity Shares of Ispat Industries Limited were purchased during the financial year.
4. 40000 Equity Shares of Pinewood Agencies Private Limited (Unlisted) were sold at a profit of Rs. 16000.

(b) Current investments

Particulars	As at 31 March, 2012	As at 31 March, 2011
Investments in Equity instruments	—	—
Investments in Mutual Funds	—	—
Total	—	—

Note:10

LOANS AND ADVANCES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Long Term Loans and Advances		
Security Received	—	—
Loans to group Companies	—	—
Total	—	—

(b) Short Term Loans and Advances

Particulars	As at 31 March, 2012	As at 31 March, 2011
Security Deposits	**57,867.50**	51,186.00
Other loans and advances	**523,921.31**	323,363.00
Loans to Staff	**3,050.31**	—
Advance Income Tax Paid	**81,000.00**	50,000.00
Advance Wealth Tax paid	—	100.00
Total	**665,839.12**	424,549.00

Note:11

OTHER CURRENT ASSETS

(a) Other non-current assets

Particulars	As at 31 March, 2012	As at 31 March, 2011
Misc Expenditure to the extent not written off or adjusted	**486.16**	1,093.00
Total	**486.16**	1,093.00

Miscellaneous Expenditure to be written off over a period of 5 years

(b) Other Current assets

Particulars	As at 31 March, 2012	As at 31 March, 2011
Interest accrued but not received	**14,438.80**	8,919.56
Other Advances Receivable	**39,795.06**	291,828.44
Total	**54,233.86**	300,748.00

Note:12

INVENTORIES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Finished goods	**424,133.59**	418,176.00
Total	**424,133.59**	418,176.00

Note:13

TRADE RECEIVABLES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Trade Receivables Less than Six Months	**2,419,331.63**	2,051,609.00
Other trade Receivables	**21,113.00**	48,642.00
Trade Receivables due by Staff of the Company	**344.11**	—
Total	**2,440,788.73**	2,100,251.00

Note:14

CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2012	As at 31 March, 2011
Balances with banks	**377,676.81**	247,989.00
Cash on hand	**1,899.74**	3,864.00
In Fixed Deposit Accounts*	**166,700.00**	84,421.00
Total	**546,276.55**	336,274.00

*Under Lien of Banks

Note:15

REVENUE FROM OPERATIONS

Particulars		As at 31 March, 2012	As at 31 March, 2011
Revenue from -	Sale From Trading Activities	**18,513,813 .30**	11,997,675.00
	Sale From Construction Activity	**8,088 .95**	79,636.00
Other operating revenues		**544,796 .43**	—
Total		**19,066,698.68**	12,077,311.00

Note:16

OTHER INCOME

Particulars	As at 31 March, 2012	As at 31 March, 2011
Income from Foreign Exchange Fluctuation	**147.04**	—
Income from sale of Investments	**238.55**	—
Dividend Income	**41.80**	—
Other Income	**14.52**	43,440.00
Interest received	**23,028.15**	6,244.00
Total	**23,470.08**	49,684.00

Note:17

DIRECT EXPENSES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Scheme and Claims paid	**1,035,445.88**	174,293.43
Custom Duty	**17,929.01**	15,111.91
Entry Tax Paid	**31.87**	73.67
Freight Inward	**6,591.16**	3,536.56
Labour Charges	**2,170.47**	6,478.59
Octroi Paid	**630.02**	218.29
Packing Expenses	**17,430.12**	8,064.05
Project Expenses	**1,453 .00**	962.75
Repair to Machinery	**2,237.38**	1,875.84
VAT Input Disallowed	**8,057.45**	—
Total	**1,091,975.89**	211,561.00

Note:18

PURCHASE OF STOCK-IN-TRADE

Particulars	As at 31 March, 2012	As at 31 March, 2011
Purchase Central	**1,481.93**	1,150.41
Purchase Imported	**166,162.75**	137,143.60
Purchase Local	**16,815,994.43**	11,124,308.69
Purchase Exempted	**1,181.18**	345.94
Purchase of Construction Material	**6709.01**	27,950.47
Total	**16,991,529.29**	11,290,899 .12

Note:19

CHANGE IN INVENTORIES OF FINISHED GOODS

Particulars	As at 31 March, 2012	As at 31 March, 2011
Opening Stock	**418,175.97**	271,017.00
Less: Closing Stock	**424,133.59**	418,176.00
Total	**(5,957.62)**	(147,159.00)

Note:20

EMPLOYEE BENEFITS EXPENSES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Salaries and Allowances	**109,732.16**	85,810.00
Director Remuneration	**8,079.73**	14,585.55
Contribution to provident and other funds	**5,869.96**	4,287.00
Staff welfare expenses	**3,135.03**	2,207.00
Gratuity Paid	**2,351.64**	—
Total	**129,168.52**	106,889.55

Note:21

FINANCE COSTS

Particulars	As at 31 March, 2012	As at 31 March, 2011
Interest on Term Loan	**7,502.28**	—
Interest on Vehicle Loans	**1,030.54**	2,289.00
Other borrowing costs	**148,943.19**	119,541.00
Total	**157,476.02**	121,830.00

Note:22

DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Depreciation as per companies act	**62,313.12**	88,059.00
Amortization expenses	**607.56**	608.00
Total	**62,920.68**	88,667.00

Note:23

OTHER EXPENSES

Particulars	As at 31 March, 2012	As at 31 March, 2011
Advertisement and Publicity	**2,381.53**	535.00
Annual Listing Fees	**228.87**	—
Audit Fees	**449.44**	386.00
Books & Periodicals	**79.95**	60.00
Business Promotion Expenses	**29,861.64**	31,750.00
Communication Expenses	**6,531.77**	5,088.00
Computer Repairs & Maintenance	**865.00**	6,952.00
Consumables Stores	**60.68**	19.00
Conveyance Local	**6,115.98**	5,712.00
CWC Warehouse Rent	**339.08**	—
Demat Charges	—	13.00
Donations	**891.37**	365.00
Electrical Power & Water Expenses	**2,498.32**	1732.00
Festival Expenses	**2,421.83**	1,437.00
Filing Fee	**34.67**	1,876.00
Freight And Cartage Outward	**20,862.52**	24,036.00
Incentive and Commission	**60,439.41**	21,695.00
Incidental expenses	—	25.00
Insurance Premiums	**9,550.89**	7,788.00
Interest on tax	**4,148.02**	—
ISD Expenses	**20,524.82**	30,140.00
Legal & Professional Expenses	**24,775.52**	14,024.00
loss on sale of Assets	**44.00**	604.00
Meeting Expenses	—	203.00
Office Expenses	**3,663.66**	15,760.00
Postage & Courier Expenses	**977.10**	928.00
Printing & Stationery	**1,982.30**	4,151.00
Rates & Taxes	**1,045.06**	1,494.00
Relocation Expenses	**1,514.69**	—
Rent Charges	**13,602.06**	10,188.00
Repair & Maintenance	**2,501.97**	6,739.00
Security Guard Charges	**329.29**	1,164.00
Software & Website Expenses	**174.61**	1,412.00
Statutory Expenses	**570.66**	124.00
Stock Exchange Charges	—	75.00
Subscription & Membership Fees	**20.88**	1,117.00
Tour & Travelling Expenses	**36,240.51**	17,153.00
Vehicle Running & Maintenance	**2,554.26**	5,365.00
Water Expenses	**89.92**	—
Total	**258,373.25**	220,110.00

Note:24

Disclosure under Accounting Standard 15 – Employee Benefit Plan

Particulars	As at 31 March, 2012	As at 31 March, 2011
1. Employee Contribution Benefit Plans The company makes Provident Fund and Superannuation Fund contributions to contribution plans for qualifying employees. Under the Schemes, the company is required to contribute a specified percentage of payroll costs to fund the benefits. The Company recognised the contributions in the statement of profit and Loss. The Contributions payable to these plans by the company are at rates specified in the rules of the schemes.		
Provident Fund Contributions	**4,177.40**	2,776.42
Superannuation Fund (Gratuity)	**2351.64**	—
Total	**6,529.04**	2,776.42

Note:25

Disclosure under Accounting Standard 16 - Borrowing Cost

Particulars	As at 31 March, 2012	As at 31 March, 2011
Details of Borrowing Cost capitalised in " Building and Infrastructure"		
Borrowing Costs capitalised during the year		
as Fixed Assets - Building		—
Interest on Loan	**16,764.08**	—
Bank Processing Fee	**7,693.43**	—
	24,457.51	—

Note:26

Disclosure under Accounting Standard 17 - Segment Reporting

Segment Information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Mobile & Mobile Accessories and construction of Road and Highways business. 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.

Particulars for the year ended 31st March 2012	Business Segments		
	Telecommunication-Mobile Handset and Mobile Accessories	Construction Road and Highways	Total
Revenue	19,058,610	8,089	19,066,699
	(11,997,674)	(79,636)	(12,077,310)
Inter-segment Revenue			
Total	19,058,610	8,089	19,066,699
	(11,997,674)	(79,636)	(12,077,310)
Segment Result	615,297	(14,295)	**601,002**
	(422,010)	(15,765)	(437,775)
Unallocable expenses (net)			219,789
			(209,888)
Operating Income			**381,213**
			(227,887)
Other Income (net)			23,470
			(6,310)
Profit before tax			**404,683**
			(234,197)
Tax Expense			123,344
			(78,331)
Net Profit for the year			**281,339**
			(155,866)

Particulars for the year ended 31st March 2012	Business Segments		
	Telecommunication-Mobile Handset and Mobile Accessories	Construction Road and Highways	Total
Segment Assets	5,568,693	(8,519)	5,560,174
	(3,522,060)	(263,632)	(3,785,692)
Unallocable Assets			
Total Assets			**5,560,174**
			(3,785,692)
Segment Liabilities	5,568,693	(8,519)	5,560,174
	(3,522,060)	(263,632)	(3,785,692)
Unallocable Liabilities			
Total Liabilities			**5,560,174**
			(3,785,692)
Capital Expenditure			—
Depreciation/Amortization			—

Note:-

1. Figure in bracket related to previous year.

Secondary Segment Reporting (by Geographical Segments)

The following table shows the distribution of the Company's consolidated revenue and debtors by geographical market

Particulars	As at 31 March, 2012	As at 31 March, 2011
Revenue from Domestic Market	**19,066,699**	11,886,451
Revenue from the overseas Market	**116,937**	190,859
Total Revenue	**19,183,636**	12,077,310
Debtors of Domestic Market	**2,435,444**	1,750,251
Debtors of Overseas Market	**6,006**	—
Total Debtors	**2,441,450**	1,750,251

Note:

The Company has common assets for production of goods for Domestic and Overseas Market, hence separate figure for assets/additions to fixed assets cannot be furnished.

Note:27

Disclosure under Accounting Standard 7 - Construction Contract

The company follows the "percentage of Completion method" of accounting for all contracts in accordance with "Accounting Standard - 7" - "Accounting for Construction Contract" issued by the Institute of Chartered Accountants of India. The revenue from the execution of contracts is recognised proportionately with the degree of completion achieved under each contracts, matching revenue with expenses incurred and after considering the total contracts value and associated costs.

Particulars	As at 31 March, 2012	As at 31 March, 2011
Contract Revenue recognised as revenue in the period	**8,249**	81,258
Contract Costs recognised as expenses in the period	**27,491**	73,832
Recognised Profits	**(19,241)**	7,426
Income Billed but not Due	—	—
Progress Billing in the period	**8,249**	81,258
Amounts due from Customers	—	—
(Amounts receivable Bill)	**240,756**	234,511

Note:

Contract prices are either fixed or subject to price escalation clause. Amounts due in respect of price escalation and/or variation in contact work approved by the customers are recognised as revenue only when there are conditions in the contracts for such claims or variations and/or evidence of the acceptability of the same customers.

Note:28

Disclosure under Accounting Standard 18 - Related Party

Related Party transactions

Details of Related Parties:

Description of Relationship	Names of Related Parties	Outstanding Balance as on 31st March 2012
Ultimate Holding Company	No	
Holding Company	No	
Subsidiary Company	Optiemus Infracom (Singapore) Pte Ltd	2,494
Fellow Subsidiary Company	Optiemus Metals & Mining Pte. Ltd.	—
Key Management Personnel (KMP)	Mr. Ashok Gupta (Director)	—
Relative of KMP	Mrs.Renu Gupta (wife of Mr. Ashok Gupta)	—
	Mr. Deepesh Gupta (son of Mr. Ashok Gupta)	—
	Mr. Neetesh Gupta (son of Mr. Ashok Gupta)	—
Entities in which KMP/ Relatives of KMP can exercise significant influence	Teleecare Network (India) Private Limited	386,526
	GRA Enterprises Private Limited	—
	United Online India Private Limited	—
	EMU Exports Private Limited	—

Note: Related Parties have been identified by the management

Particulars	Teleecare Network India Private Limited	Optiemus Infracom (Singapore) Pte Ltd	United Online India Private Limited	Emu Exports Private Limited
Sale of goods	574,056	2,625	—	—
Purchase of Goods	—	—	—	—
Repayment of loan	—	—	169,721	25,100

Note:29

Disclosure under Accounting Standard 20 - Earning Per Share

(Rs. In Thousand Except EPS and Share Data)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Earning Per Share		
Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	**281,339.00**	155,866.00
Net Profit before exceptional items	**281,339.00**	155,866.00
Weighted Average number of Equity Shares used as denominator for calculating EPS	**85,814,191.00**	74,936,661.00
Earning Per Share	**3.28**	2.08
Earning Per Share (before exceptional items)	**3.28**	2.08
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	**281,339**	155,866
Weighted Average number of Equity Shares used as denominator for calculating EPS	**85,814,191**	74,936,661
Earning Per Share	**3.28**	2.08
Face Value per Share	**10**	10

Note:30

Disclosure under Accounting Standard 22-Accounting for Taxation

Particulars	As at 31 March, 2012	As at 31 March, 2011
Depreciation as per Companies Act	**62,313.12**	88,059
Depreciation as per Income Tax Act	**(60,162.87)**	74,467
Net difference in Depreciation as per Companies Act and Income Tax Act	**2,150.25**	13,592
Tax Effect of items constituting (Deferred Tax Liability/Deferred Tax Asset	**677.72**	4,620

Note:31

Disclosure under Accounting Standard 29 - Contingent Liability

The company has made provision for various contractual obligation and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

(Rs. In Thousand)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Contingent Liabilities not provided for :		
a) Claim against the company not acknowledged as debt	—	—
b) Sales Tax	**9,784**	—
c) Bank Guarantee	**200,000**	—
	209,784	—

Note:32

Additional Information to the Financial Statements

(Rs. In Thousand)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	**116,937**	190,859
Value of Imports (incl. High seas Purchase)	**166,163**	137,144
Expenditure in Foreign Currency		
Travelling and Coveyance	**27,817**	8,493
Profit and (Loss) Foreign Exchange Fluction		
Profit In foreign Fluctuation	**147**	1,204
Director's Remuneration		
Director's Remuneration paid during the year	**8,080**	14,586
Auditor Remuneration		
Audit Fee	**449**	386

Notes Forming part of the financial statement

Significant Accounting Policies

1. Nature of Operations

The Company is primarily engaged in the trading of mobile handset and mobile accessories and construction of road and highways business etc.

2. Basis of accounting and preparation of financial statement

The financial statements of the company have been prepared in accordance with the Generally Accepted accounting principles in India (Indian GAAP) to comply with the accounting standard notified under the Companies (Accounting Standard) Rules, 2006 (As amended) and the relevant provisions of the Companies Act , 1956. 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 (On 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 at the rates prescribed in schedule XIV to the Companies Act 1956.

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 it 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. Borrowing costs relating to acquisition 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 are also included to the extent they relate to the period till such assets are ready to be put to 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 and translations

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

Long-Term investments (Excluding investment properties) , are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value.

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

13. Retirement and other Employee benefits

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expenses as they fall due based on the amount of contribution required to be made.

Provident Funds and Employees State Insurance Fund (Defined Contribution Schemes) are administrated by the Central Government of India and Contribution to the said funds are charges to profit and loss account on accrual basis.

For Defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost providing benefits is determined using the projected unit credit method with actuarial valuation being carried out at the each Balance sheet date. Actuarial gains and losses are recognised in the statement of profit and Loss in the period in which they occur.

14. Borrowing Costs

Borrowing costs include interest amortisation of ancillary costs incurred and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest costs. Costs in connection with the borrowing of funds to the extent not directly related to acquisition of qualifying assets are charged to the profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction or cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

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 policies 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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the difference, being the 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 in 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.

Current and deferred taxes relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss

18. Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of the Statement of Profit and Loss. Development costs of product are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprise expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Asset.

19. 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.

20. 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.

21. 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.

22. 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.

23. Previous Period Comparatives

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

II) Schedule VI of the Companies act 1956 is revised with effect from 1st April'2011 and the adoption of such revised schedule VI has significantly impacted the presentation and disclosers in the Current financial statements.

iii) Notes 1 to 32 form an integral part of the Balance Sheet as on 31st March 2012 and the profit and Loss account for the year ended 31st March 2012.

iv) Part IV of Schedule VI of the Companies Act, 1956 is attached herewith.

AUDITOR'S REPORT

To
THE MEMBERS OF
OPTIEMUS INFRACOM LIMITED
NEW DELHI

We have audited the attached Consolidated Balance Sheet of **Optiemus Infracom Limited** ('the company') as at March 31, 2012, the Profit & Loss Account of the company and cash flow statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standard required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting, the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have not audited the financial Statement of one subsidiaries and one Fellow Subsidiary. The Consolidated Financial Statements reflect total assets of Rs 5562230.98 Thousand as at 31st March,2012, total revenue of Rs 19067022.74 thousand. The Subsidiaries' financial statements have been audited by the other auditors whose audit reports have been furnished to us and in our opinion ,in so far as it relates to the amounts included in respect of these subsidiaries is based on the report of the other auditors.
2. We report that Consolidated Financial Statement have been prepared by the company in accordance with the requirements of Accounting standard (AS-21)-"Consolidated Financial Statements", notified pursuant to the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate Audited Financial Statements of the Company and Its subsidiaries included in the Consolidated Financial Statements.
3. In our opinion and to the best of our information and according to the explanations given to us, the accounts read together with notes on Accounts of Consolidated Financial Statements give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) In the case of Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2012;

b) In the case of Consolidated Profit & Loss Account, of the profit of the Company for the year ended on that date; and

c) In the case of Consolidated cash flow statement, of the cash flow for the year ended on that date.

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi
Dated : August 14, 2012

CONSOLIDATED BALANCE SHEET AS AT 31 ST MARCH, 2012

(Rs. in Thousand)

	Note No.	AS AT 31.03.2012	AS AT 31.03.2011
1. EQUITY AND LIABILITIES			
1) Share Holders Fund			
Share Capital	1(a)	**858,142.00**	858,142.00
Reserve & Surplus	2	**545,376.72**	264,554.00
Money received against share warrants	1(b)	**—**	—
2) Share Application Money pending allotment	3	**—**	20,500.00
3) Non-Current Liabilities			
Long Term Borrowings	4(a)	**1,098,400.68**	63,213.00
Deferred Tax Liabilities (Net)		**17,158.28**	17,836.00
Other Long Term Liabilities	5(a)	**—**	—
Long Term Provisions	6(a)	**2,351.64**	—
4) Current Liabilities			
Short Term Borrowings	4(b)	**1,210,103.30**	919,005.00
Trade Payables	7	**1,692,130.44**	1,542,219.00
Other Current Liabilities	5(b)	**8,768.25**	16,337.00
Short Term Provisions	6(b)	**129,799.20**	83,887.00
TOTAL		**5,562,230.50**	**3,785,693.00**
II. ASSETS			
1) Non Current Assets			
Fixed Assets			
Tangible Assets	8(a)	**1,409,409.85**	193,473.00
Intangible Assets	8(b)	**—**	—
Capital Work In Progress		**2,033.11**	—
Non Current Investments	9(a)	**16,280.68**	11,129.00
Long term loans and advances	10(a)	**—**	—
Other non-current assets	11(a)	**486.16**	1,093.00
2) Current Assets			
Current Investments	9(b)	**—**	—
Inventories	12	**426,369.33**	418,176.00
Trade receivables	13	**2,441,133.45**	2,100,251.00
Cash and Cash equivalents	14	**546,445.38**	336,274.00
Short Term Loans & Advances	10(b)	**665,838.68**	424,549.00
Other Current Assets	11(b)	**54,233.86**	300,748.00
TOTAL		**5,562,230.50**	**3,785,693.00**
See accompanying notes forming part of the financial statement			

In terms of our report attached

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

For and on behalf of the Board of Directors

Pankaj Chander
Partner
Membership No-089065

(Laliet Gupta)
Director

(Hardip Singh)
Executive Director

(Parveen Sharma)
Chief Financial Officer

(Vikas Chandra)
Company Secretary

Place : New Delhi,
Dated : 14th August 2012

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2012

(Rs. in Thousand)

	Note No.	For the year ended on 31.03.2012	For the year ended on 31.03.2011
I. Revenue from Operations	15	**19,067,022.74**	2,077,311.00
II. Other Income	16	**23,301.68**	49,684.00
III. TOTAL REVENUE (I+II)		**19,090,324.42**	**12,126,995.00**
IV. EXPENDITURE			
Direct Expenses	17	**1,091,975.89**	211,561.00
Purchase of Stock-in-Trade	18	**16,993,896.93**	11,290,899.12
Changes in inventories of finished goods work-in-progress and stock in Trade	19	**(8193.36)**	(147,159.00)
Employee Benefit Expenses	20	**129,168.52**	106,889.55
Finance Costs	21	**157,488.39**	121,830.00
Depreciation and Amortization Expenses	22	**62,921.12**	88,667.00
Other Expenses	23	**259,137.51**	220,110.00
TOTAL EXPENSES		**18,686,395.01**	**11,892,797.67**
V. Profit before Exceptional and Extraordinary Item and Tax (III-IV)		**403,929.41**	234,197.33
VI. Exceptional Items		**—**	—
VII. Profit before Extraordinary Item and Tax (V-VI)		**403,929.41**	234,197.33
VIII. Extraordinary Items		**—**	—
IX. Profit before tax (VII-VIII)		**403,929.41**	234,197.33
X. Tax Expenses:			
(1) Current Tax		**129,502.77**	83,807.00
(2) Deferred Tax		**677.72**	(4,620.00)
(3) Wealth Tax		**296.42**	80.00
(4) Taxation Adjustment of Previous year (Net)		**(6,014.79)**	(936.00)
XI. Profit /(Loss) for the period from continuing operations		**280,822.72**	**155,866.33**
XII. Less :Minority Share in Profit after Tax		**—**	—
XIII. OIL's Share in Profit/(Loss)		**280,822.72**	**155,866.33**
XIV. Profit/(Loss) for the period (XI+XIV)		**280,822.72**	**155,866.33**
XV. Earning Per Equity Shares:			
(1) Basic		**3.27**	**2.08**
(2) Diluted		**3.27**	**2.08**
See accompanying notes forming part of the financial statements			

In terms of our report attached

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi,
Dated : 14th August 2012

For and on behalf of the Board of Directors

(Laliet Gupta)
Director

(Hardip Singh)
Executive Director

(Parveen Sharma)
Chief Financial Officer

(Vikas Chandra)
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2012

(Rs. in Thousand)

	31' March, 2012	31' March, 2011
A. Cash flow from operating activities		
Profit/(Loss) before tax and after prior period items (excluding deferred tax)	**403,929.41**	234,197.00
Adjustments for :		
Depreciation	**62,313.12**	88,059.00
Finance expenses	**157,488.39**	121,829.00
Loss on Sale/ Discarding of Fixed Assets	**44**	604.00
Dividend Income	**(41.80)**	(67.00)
Interest Income	**(23,028.15)**	(6,244.00)
Operating profit before working capital changes	**600,704.97**	**438,378.00**
Movements in working capital :		
Decrease / (Increase) in inventory	**(8193.33)**	(147,159.00)
Decrease / (Increase) in sundry debtors	**(340,882.45)**	(615,406.00)
Decrease / (Increase) in loans and advances and Other current assets	**5,224.02**	(205,090.00)
Increase / (Decrease) in trade and other payables, current liabilities and provisions	**479,353.18**	(102,133.00)
Cash generated from operations	**736,206.39**	**(631,410.00)**
Less: Net Prior Year Adjustment	**(6,014.79)**	(937.00)
Less: Direct taxes paid	**129,799.20**	34,491.00
Net cash used in Operating Activities (A)	**612,421.98**	**(664,964.00)**
B. Cash flow from Investing Activities		
Acquisition of fixed assets (including advances against capital expenditure)	**(1,280,386.86)**	(22,799.00)
Sale of Fixed Assets	**10.38**	316.00
Purchase of Investment	**(5,151.68)**	—
Dividend Income	**41.80**	67.00
Interest Income	**23,028.15**	6,244.00
Sale of Investment	**—**	88,796.00
Net cash used in Investing Activities (B)	**(1,262,458.21**	**72,624.00**
C. Cash flow from Financing Activities		
Proceeds from issuance of share capital	**—**	137,400.00
Proceeds from issuance of Share Application Money	**(20,500.00)**	(8,564.00)
Proceeds/(Repayment) of long term borrowings	**1,038,146.00**	559,499.00
Proceeds/(Repayment) from unsecured loans	**—**	2,369.00
Financial expenses paid	**(157,488.39)**	(121,829.00)
Net cash from Financing activities (C)	**860,157.61**	**568,875.00**
Net change in cash and cash equivalents (A+B+C)	**210,121.38**	**(23,465.00)**
Cash and cash equivalents at the beginning of the year	**336,324.00**	359,789.00
Cash and cash equivalents at the end of the year	**546,445.38**	**336,324.00**

Notes: 1. Cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statements notified by the Companies (Accounting Standards) Rules, 2006.

2. These embarked account balances with banks can be utilized only for the specific identified purpose

In terms of our report attached

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

Pankaj Chander
Partner
Membership No-089065

Place : New Delhi,
Dated : 14th August 2012

For and on behalf of the Board of Directors

(Laliet Gupta)
Director

(Parveen Sharma)
Chief Financial Officer

(Hardip Singh)
Executive Director

(Vikas Chandra)
Company Secretary

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENT

Consolidated Notes to Balance Sheet

NOTE:1

SHARE CAPITAL

(Rs. in Thousand)

PARTICULARS	AS AT 31.03.2012	AS AT 31.03.2011
Authorised Share Capital		
85,980,000/- equity share of Rs 10/- each	**859,800.00**	859,800.00
(Previous Year 85980000 equity share of Rs 10/- each)		
(a) Issued, Subscribed & fully Paid-up share Capital		
85,814,191 equity Share of Rs10/- each fully paid-up	**858,142.00**	858,142.00
(Previous Year 85814191 equity shares of Rs 10/- each)		
(b) Share Warrant	**—**	**—**
Total	**858,142.00**	**858,142.00**

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

In event of liquidation of the Company, the total proceeds from such liquidation event remaining to be distributed among the holders of the shares of the Company after discharging the liabilities of the Company.

List of shareholders of parent company holding Equity Shares 5 % or more

Name of Shareholders	31 March, 2012		31 March, 2011	
	No. of Shares	%Holding	No. of Shares	%Holding
GRA Enterprises Private Limited	**38,738,500**	**45.14**	38,738,500	45.14
Mr. Ashok Gupta	**5,754,894**	**6.71**	5,754,894	6.71
Mrs. Renu Gupta	**6,981,111**	**8.14**	6,981,111	8.14
Mr. Deepesh Gupta	**5,365,029**	**6.25**	5,365,029	6.25
Mr. Neetesh Gupta	**5,214,607**	**6.08**	5,214,607	6.08

NOTE.2

RESERVE AND SURPLUS

Particulars	As at 31 March, 2012	As at 31 March, 2011
General Reserve	**26,093.00**	26,093.00
Previous Balance P & L	**238,461.00**	**—**
Surplus during the year	**280,822.72**	238,461.00
Total	**545,376.72**	**264,554.00**

NOTE-3

SHARE APPLICATION MONEY PENDING ALLOTMENT

Particulars	As at 31 March, 2012	As at 31 March, 2011
Share Application Money	—	20,500.00
Total	—	**20,500.00**

NOTE-4

BORROWINGS

(a) Long Term Borrowings

Particulars	As at 31 March, 2012	As at 31 March, 2011
Secured		
Term Loan from Banks	**639,162.17**	—
Vehicle Loan	**12,268.62**	15,413.00
Unsecured		
From Directors	—	—
From Others	**446,969.89**	47,800.00
Total	**1,098,400.68**	**63,213.00**

(b) Short Term Borrowings

Particulars	As at 31 March, 2012	As at 31 March, 2011
Secured		
Working Capital Loan from Bank	**610,103.30**	373,205.00
Bill Discounting	**600,000.00**	545,800.00
Total	**1,210,103.30**	**919,005.00**

Notes:-

Working Capital Loans are secured by a first ranking pari passu charge over entire Current Assets of the Company including stocks of finished goods, stock in trade, goods in transit, Book Debts and other current assets of the Company (Present and Future)

Term loan is secured by the Equitable Mortgage of Land and Building situated at Noida

NOTE:-5

OTHER LIABILITIES

(a) Other Non Current Liabilities

Particulars	As at 31 March, 2012	As at 31 March, 2011
Trade Payable	—	—
Defer Payment facilities	—	—
Outstanding	—	—
Deferred Sales Tax Liability	—	—
Total	—	—

(b) Other Current Liabilities

Particulars	As at 31 March, 2012	As at 31 March, 2011
Duties and Taxes	**1,565.45**	8,688.00
Other Payable	**1,150.27**	604.00
Expenses Payable	**5,648.03**	6,659.00
Audit Fee Payable	**404.50**	386.00
Total	**8,768.25**	**16,337.00**

NOTE:-6

PROVISIONS

(a) Long Term Provisions

Particulars	As at 31 March, 2012	As at 31 March, 2011
Provision for Gratuity	**2,351.64**	—
Total	**2,351.64**	—

(b) Short Term Provisions

Particulars	As at 31 March, 2012	As at 31 March, 2011
Provision for Tax	**129,502.77**	83,807.00
Provision for Wealth Tax	**296.42**	80.00
Total	**129,799.20**	**83,887.00**

NOTE:-7

TRADE PAYABLES

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Trade payables having scheduled payment within 12 months after the reporting time	**1,692,130.44**	1,542,219.00
(b) Trade payable outstanding beyond normal operating cycle	—	—
Total	**1,692,130.44**	**1,542,219.00**

NOTE:-8 PARTICULARS OF DEPRECIATION ALLOWABLE AS PER COMPANIES ACT, 1956

(a) TANGIBLE ASSETS

(₹ in thousands)

		Gross Block				Depreciation				Net Block	
Particulars	**Rate of Dep. (%)**	**As on 1.04.11**	**Additions**	**Deduction**	**As on 31.03.12**	**As on 1.04.11**	**Depreciation during the year**	**Deduction**	**As on 31.03.12**	**As on 31.03.12**	**As on 01.04.11**
LAND	0.00	12459.34	817,644.32	—	830,103.66	—	—	—	—	830,103.66	12,459
BUILDING	5.00	—	447,776.07	—	447,776.07	—	2,820.85	—	2,820.85	444,955.22	—
OFFICE EQUIPMENT	13.91	14,079.97	598.01	106.91	14,571.07	6,391.72	1,112.64	52.82	7,451.53	7,119.54	7,688
COMPUTERS	40.00	422,823.51	2,189.54	—	425,013.05	309,094.66	45,825.85	—	354,920.52	70,092.53	113,729
PLANT & MACHINERY	13.91	61,414.52	672.08	—	62,086.59	28,582.25	4,611.53	—	33,193.79	28,892.81	32,832
FURNITURE & FIXTURE	18.10	5,053.64	178.72	—	5,232.36	2,885.22	408.40	—	3,293.61	1,938.74	2,168
MOTOR VEHICLES	25.89	57,880.29	9,245.26	—	67,125.55	33,284.34	7,533.85	—	40,818.19	26,307.36	24,596
Total		**573,711.27**	**1,278,303.98**	**106.91**	**1,851,908.34**	**380,238.19**	**62,313.12**	**52.82**	**442,498.49**	**1,409,409.85**	**193,473**

(b) INTANGIBLE ASSETS

		Gross Block				Depreciation				Net Block	
Particulars	**Rate of Dep. (%)**	**As on 1.04.11**	**Additions**	**Deduction**	**As on 31.03.12**	**As on 1.04.11**	**Depreciation during the year**	**Deduction**	**As on 31.03.12**	**As on 31.03.12**	**As on 01.04.11**
PATENT COPYRIGHT	0.00	1,002.20	—	—	1,002.20	1,002.20	—	—	1,002.20	—	—
Total	—	**1,002.20**	—	—	**1,002.20**	**1,002.20**	—	—	**1,002.20**	—	—
Grand Total	—	**574,713.47**	**1,278,303.98**	**106.91**	**1,852,910.54**	**381,240.39**	**62,313.12**	**52.82**	**443,500.69**	**1,409,409.85**	**193,473**

NOTE- 9

INVESTMENT

(a) Non-current investments

Particulars	As at 31 March 2012	As at 31 March 2011
Investments in Equity instruments (at cost)		
QUOTED EQUITY SHARES		
ANANT RAJ INDUSTRIES LTD	**1,016.84**	1,017.00
(3001 Equity shares of Rs2/- each fully paid up)		
ARVIND REMEDIES LTD	**1,688.49**	1,688.00
(300000 Equity shares of Rs 1/- each fully paid up)		
GATEWAY DISTRIPARKS LTD	**1,206.15**	1,024.00
(10000 Equity shares of Rs 10/- each fully paid up)		
GTL INFRASTRUCTURE LTD	**56.79**	37.00
(2000 shares of Rs 10/- each fully paid up)		
IKF TECHNOLOGIES LTD	**3,441.81**	3,442.00
(220000 Equity shares of Rs 1/- each fully paid up)		
ISPAT INDUSTRIES LTD	**73.71**	54.00
(2200 Equity shares of Rs 10/- each fully paid up)		
CYBELE INDUSTRIES LTD	**1,089.19**	1,089.00
(25000 Equity shares of Rs 10/- each fully paid up)		
UNQUOTED EQUITY SHARES		
DELICHEM HARDWARE PVT LTD	—	29.00
(41000 Equity Share of Rs 10/- each Fully paid up)		
DELICHEM PHARMA PVT LTD	—	11.00
(18000 Equity Shares of Rs 10/- each fully paid up)		
EMU Exports Private Limited	—	6.00
(10000 Equity Shares of Rs 10/- each fully paid up)		
Travancore Marketing Pvt Ltd	**7.70**	8.00
(11000 Equity Shares of Rs 10/- each fully paid up)		
Pinewood Agencies Pvt Ltd		
(40000 Equity Share of 10/each Fully paid up)	—	24.00
Investments in Mutual funds		
SBI Infrastructure Fund	**200.00**	200.00
(20000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	**5,000.00**	500.00
(50000 Units F.V. of Rs 10/-each)		
SBI One India Fund	**2,000.00**	2,000.00
(200000 Units F.V. of Rs 10/-each)		
SBI Mutual Fund	**500.00**	—
(50000 Units F.V. of Rs 10/- each)		
Total	**16,280.68**	**11,129.00**

Note:-

1. 7000 Equity Shares of Gateway Distriparks Limited were sold and purchased during the financial year and earned a profit of Rs. 222551.
2. 1500 Equity Shares of GTL Infrastructure Limited were purchased during the financial year.
3. 1200 Equity Shares of Ispat Industries Limited were purchased during the financial year.
4. 40000 Equity Shares of Pinewood Agencies Private Limited (Unlisted) were sold at a profit of Rs. 16000.

(b) Current investments

Particulars	As at 31 March 2012	As at 31 March 2011
Investments in Equity instruments	—	—
Investments in Mutual Funds	—	—
Total	—	—

Note - 10

LOANS AND ADVANCES

Particulars	As at 31 March 2012	As at 31 March 2011
Long Term Loans and Advances	—	—
Security Received	—	—
Loans to group Companies	—	—
Total	—	—

(b) Short Term Loans and Advances

Particulars	As at 31 March 2012	As at 31 March 2011
Security Deposits	**57,867.50**	51,186.00
Other loans and advances	**523,920.87**	323,363.00
Loans to Staff	**3,050.31**	—
Advance Income Tax Paid	**81,000.00**	50,000.00
Advance Wealth Tax paid	—	100.00
Total	**665,838.68**	**424,549.00**

Note-11

OTHER CURRENT ASSETS

(a) Other non-current assets

Particulars	As at 31 March 2012	As at 31 March 2011
Misc Expenditure to be extent not written off or adjusted	**486.16**	1,093.00
Total	**486.16**	**1,093.00**

Miscellaneous Expenditure to be written off over a period of 5 years

(b) Other Current assets

Particulars	As at 31 March 2012	As at 31 March 2011
Interest accrued but not received	**14,438.80**	8,919.56
Other Advances Receivable	**39,795.06**	291,828.44
Total	**54,233.86**	**300,748.00**

Note-12

INVENTORIES

Particulars	As at 31 March 2012	As at 31 March 2011
Finished goods	**426,369.33**	418,176.00
Total	**426,369.33**	**418,176.00**

Note-13

TRADE RECEIVABLES

Particulars	As at 31 March 2012	As at 31 March 2011
Trade Receivables Less than Six Months	**2,419,676.34**	2,051,609.00
Other trade Receivables	**21,113.00**	48,642.00
Trade Receivables due by Staff of the Company	**344.11.00**	—
Total	**2,441,133.45**	**2,100,251.00**

Note- 14

CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2012	As at 31 March 2011
Balances with banks	**377,845.65**	247,989.00
Cash on hand	**1,899.74**	3,864.00
In Fixed Deposit Accounts	**166,700.00**	84,421.00
Total	**546,445.38**	**336,274.00**

Note-15

REVENUE FROM OPERATIONS

Particulars	As at 31 March 2012	As at 31 March 2011
Revenue from - Sale From Trading Activities	**18,514,137.36**	11,997,675.00
Sale From Construction Activity	**8,088.95**	79,636.00
Other operating revenues	**544,796.43**	—
Total	**19,067,022.74**	**12,077,311.00**

Note-16

OTHER INCOME

Particulars	As at 31 March 2012	As at 31 March 2011
Income from Foreign Exchange Fluctuation	**(21.36)**	—
Income from sale of Investments	**238.55**	—
Dividend Income	**41.80**	—
Other Income	**14.52**	43,440.00
Interest received	**23,028.15**	6,244.00
Total	**23,301.68**	**49,684.00**

Note-17

DIRECT EXPENSES

Particulars	As at 31 March 2012	As at 31 March 2011
Scheme And Claim Paid	**1,035,445.88**	175,239.43
Custom Duty	**17,929.01**	15,111.91
Entry Tax Paid	**31.87**	73.67
Freight Inward	**6591.16**	3,536.56
Labour Charges	**2,170.47**	6,478.59
Octroi Paid	**630.02**	218.29
Packing Expenses	**17,430.12**	8,064.05
Project Expenses	**1,453.00**	962.75
Repair to Machinery	**2,237.38**	1,875.84
VAT Input Disallowed	**8,057.45**	—
Total	**1,091,975.89**	**211,561.00**

Note-18

PURCHASE OF STOCK-IN-TRADE

Particulars	As at 31 March 2012	As at 31 March 2011
Purchase Central	**1,481.93**	1,150.41
Purchase Imported	**166,162.75**	137,143.60
Purchase Local	**16,818,362.07**	11,124,308.69
Purchase Exempted	**1,181.18**	345.94
Purchase of Construction Material	**6709.01**	27,950.47
Total	**16,993,896.93**	**11,290,899.12**

Note-19

CHANGE IN INVENTORIES OF FINISHED GOODS

Particulars	As at 31 March 2012	As at 31 March 2011
Opening Stock	**418,175.97**	271,017.00
Less: Closing Stock	**426,369.33**	418,176.00
Total	**(8,193.36)**	**(147,159.00)**

Note-20

EMPLOYEE BENEFITS EXPENSES

Particulars	As at 31 March 2012	As at 31 March 2011
Salaries and Allowances	**109,732 .16**	85,810.00
Director Remuneration	**8,079.73**	14,585.55
Contribution to provident and other funds	**5,869.96**	4,287.00
Staff welfare expenses	**3,135.03**	2,207.00
Gratuity Paid	**2,351.64**	—
Total	**129,168.52**	**106,889.55**

Note-21

FINANCE COSTS

Particulars	As at 31 March 2012	As at 31 March 2011
Interest on Term Loan	**7,502.28**	—
Interest on Vehicle Loans	**1030.54**	2,289.00
Other borrowing costs	**148,955.56**	119,541.00
Total	**157,488.39**	**121,830.00**

Note-22

DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	As at 31 March 2012	As at 31 March 2011
Depreciation as per companies act	**62,313.12**	88,059.00
Amortization expenses	**608.00**	608.00
Total	**62,921.12**	**88,667.00**

Note-23

OTHER EXPENSES

Particulars	As at 31 March 2012	As at 31 March 2011
Advertisement and Publicity	**2,381.53**	535.00
Annual Listing Fees	**228.87**	—
Audit Fees	**449.44**	386.00
Books & Periodicals	**79.95**	60.00
Business Promotion Expenses	**29,861.64**	31,750.00
Communication Expenses	**6,531.77**	5088.00
Computer Repairs & Maintenance	**865.00**	6,952.00
Consumables Stores	**60.68**	19.00
Conveyance Local	**6,115.98**	5,712.00
CWC Warehouse Rent	**739.86**	—
Demat Charges	—	13.00
Donations	**891.37**	365.00
Electrical Power & Water Expenses	**2,498.32**	1732.00
Festival Expenses	**2,421.83**	1,437.00
Filing Fee	**34.67**	1,876.00
Freight And Cartage Outward	**20,862.52**	24,036.00
Generator Fuel Expenses	—	—
Goods Lost in Transit	—	—
Incentive and Commission	**60,439.41**	21,695.00
Incidental expenses	—	25.00
Insurance Premiums	**9,550.89**	7788.00

Interest on tax	**4,148.02**	—
ISD Expenses	**20,524.82**	30,140.00
Legal & Professional Expenses	**25,139.00**	14,024.00
loss on sale of Assets	**44.00**	604.00
Meeting Expenses	**—**	203.00
Office Expenses	**3,663.66**	15,760.00
Postage & Courier Expenses	**977.10**	928.00
Printing & Stationery	**1,982.30**	4,151.00
Rates & Taxes	**1045.06**	1,494.00
Relocation Expenses	**1,514.69**	—
Rent Charges	**13,602.06**	10,188.00
Repair & Maintenance	**2,501.97**	6,739.00
Security Guard Charges	**329.29**	1,164.00
Software & Website Expenses	**174.61**	1,412.00
Statutory Expenses	**570.66**	124.00
Stock Exchange Charges	**—**	75.00
Subscription & Membership Fees	**20.88**	1,117.00
Tour & Travelling Expenses	**36,240.51**	17,153.00
Vehicle Running & Maintenance	**2,554.26**	5,365.00
Water Expenses	**89.92**	—
Total	**259,137.51**	**220,110.00**

Note-24

Disclosure under Accounting Standard 15 –

Employee Benefit Plan

Particulars	**As at 31 March 2012**	As at 31 March 2011
1. Employee Contribution Benefit Plans		
The company makes Provident Fund and Superannuation Fund contributions to contribution plans for qualifying employees. Under the Schemes, the company is required to contribute a specified percentage of payroll costs to fund the benefits. The Company recognised the contributions in the statement of profit and Loss. The Contributions payable to these plans by the company are at rates specified in the rules of the schemes.		
Provident Fund Contributions	**4,177.40**	2,776.42
Superannuation Fund (Gratuity)	**2,351.64**	—
	6,529.04	**2776.42**

The group has adopted Accounting Standard 15 (AS-15) on “Employees Benefits”. These Consolidated financial include the obligations as per requirements of this standard except for those subsidiaries which was incorporated outside India who have determined the valuation/provision for employee benefits as per requirement of their respective countries.

Note-25 Disclosure under Accounting Standard 16 - Borrowing Cost

Particulars	As at 31 March 2012	As at 31 March 2011
Details of Borrowing Cost capitalised in " Building and Infrastructure"		
Borrowing Costs capitalised during the year		
as Fixed Assets - Building		
Interest on Loan	**16,764.08**	—
Bank Processing Fee	**7,693.43**	—
	24,457.51	—

Note-26 Disclosure under Accounting Standard 17 - Segment Reporting

Particulars

Segment Information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Mobile & Mobile Accessories and construction of Road and Highways business. 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.

Particulars for the year ended 31st March 2012	Business Segments		
	Telecommunication-Mobile Handset and Mobile Accessories	Construction of Road and Highways	Total
Revenue	19,058,933.74	8,089.00	19,067,022.74
	(11,997,674)	(79,636.00)	(12,077,310)
Inter-segment Revenue			
Total	19,058,933.74	8,089.00	19,067,022.74
	(11,997,674)	(79,636.00)	(12,077,310)
Segment Result	614,724.36	(14,294.80)	**600,429.56**
	(422,010.00)	(15,765.00)	(437,775.00)
Unallocable expenses (net)			219,801.39
			(209,888.00)
Operating Income			**380,628.17**
			(227,887.00)
Other Income (net)			23,301.68

			(6,310.00)
Profit before tax			403,929.85
			(234,197.00)
Tax Expense			123,106.83
			(78,331.00)
Net Profit for the year			**280,823.02**
			(155,866.00)
Particulars for the year ended 31st March 2012	**Business Segments**		
	Telecommunication-Mobile Handset and Mobile Accessories	**Construction of Road and Highways**	**Total**
Segment Assets	5,570,749.50	(8,519.00)	5,562,230.50
	(3,522,060.00)	(263,632.00)	(3,785,692.00)
Unallocable Assets	—	—	—
Total Assets			5,562,230.50
			(3,785,692.00)
Segment Liabilities	5,570,749.50	(8,519.00)	5,562,230.50
	(3,522,060.00)	(263,632.00)	(3,785,692.00)
Unallocable Liabilities			
Total Liabilities			5,562,230.50
			(3,785,692.00)
Capital Expenditure			—
Depreciation / Amortisation			—

Note:

1. Figures in bracket relates to previous year

Secondary Segment Reporting (by Geographical Segments)

The following table shows the distribution of the company's consolidated revenue and debtors by geographical market

Particulars	**As at 31 March 2012**	As at 31 March 2011
Revenue from the Domestic Market	**18,950,085.54**	11,886,451.00
Revenue from the Overseas Market	**116,937.20**	190,859.00
Total Revenue	**19,067,022.74**	12,077,310.00
Debtors of Domestic Market	**2,435,127.45**	1,750,251.00
Debtors of Overseas Market	**6,006.00**	—
Total Debtors	**2,441,133.45**	1,750,251.00

Note:

The company has common assets for producing goods for Domestic Market and Overseas Markets. Hence separate figures for assets/ additions to fixed assets cannot be furnished.

Note-27 Disclosure under Accounting Standard 7 - Construction Contract

The company follows the "percentage of Completion method" of accounting for all contracts in accordance with "Accounting Standard - 7" - "Accounting for Construction Contract" issued by the Institute of Chartered Accountants of India. The revenue from the execution of contracts is recognised proportionately with the degree of completion achieved under each contracts, matching revenue with expenses incurred and after considering the total contracts value and associated costs.

(Rs. In Thousand)

Particulars	As at 31 March 2012	As at 31 March 2011
Contract Revenue recognised as revenue in the period	**8,249.40**	81,258.00
Contract Costs recognised as expenses in the period	**27,490.81**	73,832.00
Recognised Profits	**(19,241.41)**	7,426.00
Income Billed but not Due	—	—
Progress Billing in the period	**8,249.40**	81,258.00
Amounts due from Custo1mers (Amounts receivable Bill)	**240,755.72**	234,511.00

Note:

Contract prices are either fixed or subject to price escalation clause. Amounts due in respect of price escalation and/or variation in contact work approved by the customers are recognised as revenue only when there are conditions in the contracts for such claims or variations and/or evidence of the acceptability of the same customers.

Note-28 Disclosure under Accounting Standard 18 - Related Party

Related Party transactions

Details of Related Parties: (Rs. In Thousand)

Description of Relationship	Names of Related Parties	Outstanding Balance as on 31st March 2012
Ultimate Holding Company	No	
Holding Company	No	
Key Management Personnel (KMP)	Mr. Ashok Gupta (Director)	—
Relative of KMP	Mrs.Renu Gupta (wife of Mr. Ashok Gupta)	—
	Mr. Deepesh Gupta (son of Mr. Ashok Gupta)	—
	Mr. Neetesh Gupta (son of Mr. Ashok Gupta)	—
Entities in which KMP/ Relatives of KMP can exercise significant influence	Teleecare Network (India) Private Limited	386,526.29
	GRA Enterprises Private Limited	—
	United Online India Private Limited	—
	EMU Exports Private Limited	—

Note: Related Parties have been identified by the management

Particulars	Teleecare Network India Private Limited	Optiemus Infracom (Singapore) Pte Ltd	United Online India Private Limited	Emu Exports Private Limited
Sale of goods	574,056.00	2,625.00	—	—
Purchase of Goods	—	—	—	—
Repayment of loan	—	—	169,721.00	25,100.00

Details of subsidiaries whose financial statement have been considered for consolidation in pursuance of accounting standard on "Consolidated Statement" (AS 21) are given below:--

Name of Subsidiary/Fellow Subsidiary	Country of Incorporation	Proportion of Ownership Interest
Optiemus Infracom (Singapore) Pte Ltd	Singapore	100%
Optiemus Metal & Mining Pte Ltd	Singapore	100%

Note:-

Optiemus Metal & Mining Pte Ltd is wholly owned Subsidiary of Optiemus Infracom (Singapore) Pte Ltd

Note-29 Disclosure under Accounting Standard 20 - Earning Per Share

(Rs. In Thousand Except EPS and Share Data))

Particulars	As at 31 March 2012	As at 31 March 2011
Earning Per Share		
Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	**280,822.72**	155,866.33
Net Profit before exceptional items	**280,822.72**	155,866.33
Weighted Average number of Equity Shares used as denominator for calculating EPS	**85,814,191**	74,936,661
Earning Per Share	**3.27**	2.08
Earning Per Share (before exceptional items)	**3.27**	2.08
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	**280,822.72**	155,866.33
Weighted Average number of Equity Shares used as denominator for calculating EPS	**85,814,191**	74,936,661
Earning Per Share	**3.27**	2.08
Face Value per Share	**10**	10

Note: 30 Disclosure under Accounting Standard 22-Accounting for Taxation

Particulars	As at 31 st March, 2012	As at 31 st March, 2011
Depreciation as per Companies Act	**62,313.12**	88,059.00
Depreciation as per Income Tax Act	**(60,162.87)**	74,467.00
Net difference in Depreciation as per Companies Act and Income Tax Act	**2,150.25**	13,592.00
Tax Effect of items constituting (Deferred Tax Liability/ Deferred Tax Asset	**677.72**	4,620.00

Note-31 Disclosure under Accounting Standard 29 - Contingent Liability

The company has made provision for various contractual obligation and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

(Rs. In Thousand)

Particulars	As at 31 March 2012	As at 31 March 2011
Contingent Liabilities not provided for :		
a) Claim against the company not acknowledged as debt		
Sales Tax	**9,784.26**	—
c) Bank Guarantee	**200,000.00**	—
	209,784.26	—

Note - 32 Additional Information to the Financial Statements

(Rs. in Thousand)

Particulars	As at 31 March 2012	As at 31 March 2011
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	**116,937.20**	190,859.00
Value of Imports (incl. High seas Purchase)	**166,163.00**	137,144.00
Expenditure in Foreign Currency		
Travelling and Coveyance	**27,817.33**	8,493.00
Profit and (Loss) Foreign Exchange Fluction		
Profit In foreign Fluctuation	**(21.00)**	1,204.00
Director's Remuneration		
Director's Remuneration paid during the year	**8,080.00**	14,585.55
Auditor Remuneration		
Audit Fee	**449 .44**	386.00

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held at Check-Inn Hotels, 104, Babar Road, Connaught Place, New Delhi-110001 on Saturday, the 29th Day of September, 2012 at 11:00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2012 and Profit and Loss Account of the company for the year ended on that date together with the Directors' report and the Auditors' Report thereon.

2. To appoint a director in place of Mr. Manoj Kumar Jain, who retire by rotation and being eligible and offers himself for re-appointment by way of an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to Section 255 of the Companies Act, 1956 and other applicable provisions, if any, Mr. Manoj Kumar Jain who retires by rotation and being eligible offers himelf for re-appointment be and is hereby re-appointed as Director of the company."

3. To consider and if though fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditor of the Company for the financial year 2012-2013 by way of an Ordinary Resolution:

   "**RESOLVED THAT** the retiring Auditors of the company, M/s. RMA & Associates., Chartered Accountants, being eligible and offering themselves for re-appointment be and are hereby re -appointed as Statutory Auditors for the financial year 2012-2013 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at the remuneration as may be fixed in this behalf by the Board of Directors of the Company."

SPECIAL BUSINESS

4. TO APPOINT MR. HARDIP SINGH AS EXECUTIVE DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), Mr. Hardip Singh be and is hereby appointed as Executive Director of the Company (Not liable to retire by rotation) for a period of Five (5) years with effect from 7th day of November, 2011 on the terms and condition mentioned below:-

I. Remuneration:

a. Basic Salary: Rs. 2,50, 000/- per month and as may be decided by the Board from time to time, subject to maximum ceiling of 40% increase per annum.
b. Bonus: As per the Company's Schemes and Incentives & Other as may 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 and 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, Executive 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 the Executive Director based on the net profits of the Company each year, provided that the total remuneration of the Executive Director will not exceed 5% of the net profits of the Company in accordance of the Sections 198, 309 and schedule XIII to the Companies Act, 1956.

III. Minimum Remuneration:

In the event of any absence or inadequacy of net profits in any financial year, the basic salary as mentioned above shall be the minimum remuneration payable to the Executive Director.

IV. The Executive Director 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.

V. The terms and conditions of the said appointment and/or Agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit subject to the terms & conditions specified in Part II read with Part III of Schedule XIII of the Companies Act, 1956.

VI. The Executive Director shall be eligible to participate in the Stock Option Plans/Stock Appreciation Rights Plans etc. as in existence/to be declared by the Company from time to time during his tenure.

VII. For the purposes of calculating the value of perquisites hereinabove, the same shall be evaluated as per Income Tax Act, 1961, wherever applicable or at actual cost.

VIII. The Executive Director shall not be entitled to receive any fees for attending meetings of the Board/ Committee.

IX. Information such as brief resume, nature of expertise in specific functional areas and details of Directorship etc. as required to be furnished under clause 49(IV) of the Listing Agreement is provided in the section on Corporate Governance.

RESOLVED FURTHER THAT the remuneration shall be payable to Mr. Hardip Singh, Executive Director of the Company, not exceeding 5% of the net profit of the Company calculated in accordance with the provisions of section 198 of the Companies Act, 1956.

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 for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution."

5. TO APPOINT MR. GAUTAM KANJILAL AS DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** Mr. Gautam Kanjilal, who was appointed as an additional Director of the Company and holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Notes:

1. MEMBERS ENTITLED TO ATTEND AND VOTE MAY, APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF THEMSELVES AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members/proxies are requested to bring the attendance slip duly filled in for attending the meeting along with their copy of Annual Report.
3. The register of members and share transfer books of the company will remain closed from 24.09.2012 to 29.09.2012 (both days inclusive)
4. The securities of the company are listed on the following stock exchanges namely (I) Bombay Stock Exchange Ltd, Mumbai (II) Delhi Stock Exchange Ltd. New Delhi (III) Jaipur Stock Exchange Ltd., Jaipur.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance in the meeting.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Place : New Delhi
Date : 1st September, 2012

(Vikas Chandra)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956

Item No. 4

Mr. Hardip Singh has been appointed as an Additional Director of the Company with effect from 7th day of November, 2011. According to the provisions of Section 260 of the Companies Act, 1956, the above Director holds office up to the date of the next Annual General Meeting. As required by Section 257 of the Companies Act, 1956 a notice has been received from a Member signifying her intention to propose the appointment of Mr. Hardip Singh as Executive Director (not liable to retire by rotation) at the forthcoming Annual General Meeting. Hence, necessary resolutions are placed before the Meeting for Members' approval.

The Board of Directors of the Company at their meeting held on 7th November, 2011 also appointed Mr. Hardip Singh as Executive Director of the Company for a period of five years effective from 7th day of November, 2011.

None of the other Directors except Mr. Hardip Singh is in anyway interested or concerned in the aforesaid Resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders as an Ordinary Resolution.

Name of Director	Hardip Singh
Date of Birth	11.07.1964
Qualification	Diploma in Marketing Management
Experience	More than 20 years of experience in marketing, distribution and business development
List of other Companies in which Directorship held	Nil
Chairman/ Member of the Committee of Board of Directors of the Companies	2

Item No. 5

As required by Section 257 of the Companies Act, 1956 a notice has been received from a Member signifying her intention to propose the appointment of Mr. Gautam Kanjilal, as Director at the forthcoming Annual General Meeting. Hence, necessary resolution is placed before the Meeting for Members' approval.

Section 257 mandates that appointment of Director be made in the general meeting by way of an Ordinary resolution. Therefore members' approval is sought for the same.

None of the Directors of the Company except Mr. Gautam Kanjilal is in anyway interested or concerned in the above resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders as an Ordinary Resolution.

Name of Director	Gautam Kanjilal
Date of Birth	28.09.1949
Qualification	Post Graduate in Economics
Experience	He is retired Chief General Manager, Delhi Circle of State Bank of India. Mr. Kanjilal has worked with State Bank of India for more than 37 years, and held many important administrative and business assignments covering large matrix of banking operations. He has completed a Specialized Training Programe on Corporate Governance conducted by EUROMONEY, London. He is a nominee director by State Bank of India on the Board of Jindal Stainless Limited .
List of other Companies in which Directorship held	Jindal Stainless Limited Hospet Coke & Energy Private Limited Concast Infratech Limited
Chairman/ Member of the Committee of Board of Directors of the Companies	1

OPTIEMUS INFRACOM LIMITED

Registered Office: K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024

PROXY FORM

Folio No. ..... DP ID* ..... Client ID*..... No of Shares .....
I/We..... of .....
..... being a member/members of **Optiemus Infracom Limited** hereby appoint .....of .....or failing him/her ..... of.....as my/our proxy to attend and vote for me/us, and on my/our behalf, at the 19th Annual General Meeting of the Company to be held on Saturday the 29th day of September, 2012 and at any adjournment thereof.

Affix Revenue Stamp of Re. 1/-

Dated this ……day of ……2012.

(Signature of the Member)

For Office Use Only	
Proxy No. :	No. of Shares:

Note: This proxy must be deposited at the Registered office of the company at Registered Office: K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024 not less than forty eight hours before the time for holding the meeting.

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OPTIEMUS INFRACOM LIMITED

Registered Office: K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024

ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTERANCE OF THE MEETING HALL)

1. Full name of the shareholder/proxy..... No. of Shares.....

2. Reg. Folio No. ..... DP ID ..... Client ID.....

3. If proxy, full name of shareholder .....

I hereby record my presence at the 19th Annual General Meeting held at Check-Inn Hotels, 104 Babar Road, Connaught Place, New Delhi-110001 on 29th day of September, 2012.

[Signature of the shareholder / proxy]

OPTIEMUS INFRACOM LIMITED

(Formerly Akanksha Cellular Limited)

Reg. Office : K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi- 110 024
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