21ST ANNUAL REPORT 2013-14

OPTIEMUS INFRACOM LIMITED

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

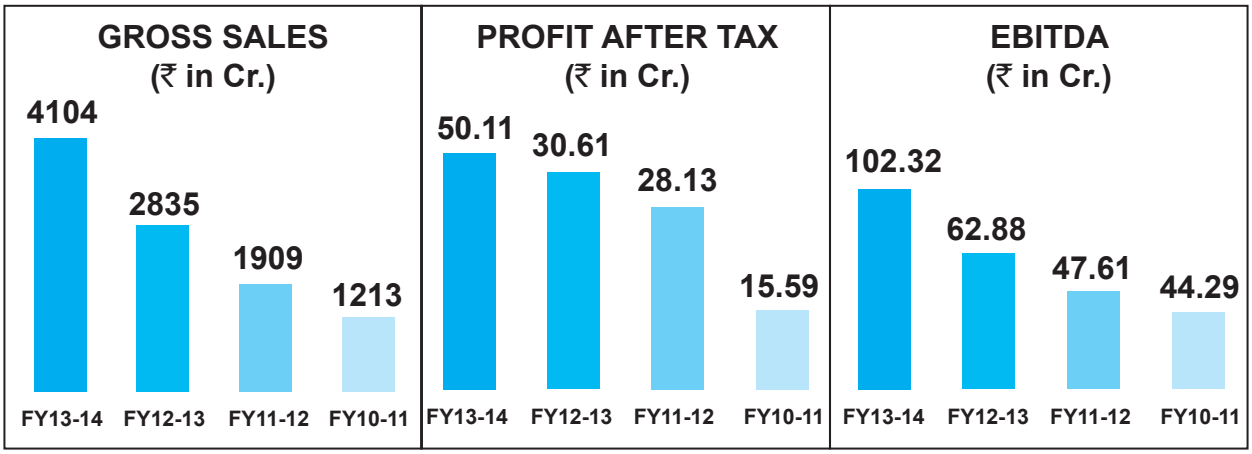
To increase the current capacities and its downstream operations to
achieve economies of scale through continual improvement in performance.

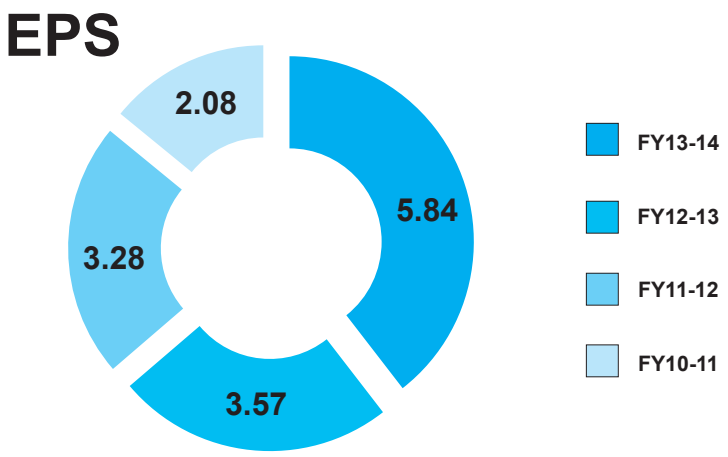
Taking Responsibilities and Ownership for action and their results.
Treating everyone with dignity and fairness

OPTIEMUS INFRACOM LIMITED

FINANCIAL HIGHLIGHTS

NET REVENUE	PROFIT AFTER TAX	EARNING PER SHARE
₹ 4104 CRORES	₹ 50.11 CRORES	₹ 5.84 (FACE VALUE ₹ 10/-)





OPTIEMUS INFRACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

ASHOK GUPTA, Chairman & Managing Director

HARDIP SINGH, Executive Whole Time Director

RENU GUPTA, Non-Executive Director

TEJENDRA PAL SINGH JOSEN, Independent Non-Executive Director

GAUTAM KANJILAL, Independent Non-Executive Director

CHARAN SINGH GUPTA, Independent Non-Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

VIKAS CHANDRA

CHIEF FINANCIAL OFFICER

PARVEEN SHARMA

AUDITORS

RMA & Associates
Chartered Accountants
48, Ist Floor, Hasan Pur,
I.P. Extention, Delhi - 110 092

BANKERS

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

REGISTERED & CORPORATE OFFICE

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

SHARE TRANSFER AGENT

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

COMMITTEES OF BOARD

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

LISTED AT

BSE Limited
Delhi Stock Exchange Limited
Jaipur Stock Exchange Limited

OPTIEMUS INFRACOM LIMITED

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OPTIEMUS INFRACOM LIMITED

CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

A very warm welcome to all of you at your company's 21st Annual General Meeting. I am pleased to present you our financial performance and significant milestones for the financial year ended March 31, 2014.

This year, your Company has delivered the excellent results by way of turnover of ₹ 4104 Crores and Net Profit before Tax ₹ 76.70 Crore during the FY 2013-14. This performance of organization is a result of the collective hard work and the core commitment of employees of the Company. The strength of the Company is rich and vast experience of promoters & Key managerial persons. With their continued efforts and the support of all the employees, Company will surely achieve success.

Further, we are moving forward with prime focus in the field of Mobile Accessories, which would result in growth in our sales with a excellent operating profits. A relentless focus on our customers and in-market execution helped the business deliver these strong numbers. We are aimed at achieving bigger, better and vast market segment with the help of Innovative & revolutionary perception of the employees. We continue to drive superiority of our products in the core categories as we invest to build the categories of tomorrow.

Your Company owns a Commercial property with World class facilities on a prime location in Noida, Uttar Pradesh, which has been leased out against a lease rent to Samsung Electronics India Private Limited for a period of (9) Nine Years.

As we know the Indian telecom market is one of the most competitive markets in the world. As this competitive market shifts inevitably and surely to morph from one largely dependent on voice to a market that will become spread across voice, data and a range of other services, our Company must be able to build the capabilities and culture for a sustainable way to win in market. Optiemus is positioned at a fascinating stage and looking towards a bright future. On several occasions, we have interacted with business analysts & various corporate entities to acknowledge our future course of action and to enshape corporate strategies for heading towards the faster business development.

At Optiemus we are aimed for strong commitment to good corporate governance. We are constantly striving to give fair disclosures. Management's philosophy is focused towards the transparent business practice.

Company could not have resisted in the dynamic economic environment and would not have developed the competitive business advantage to lead over its competitors without the contribution, commitment and support of our management team, Key Managerial persons, staff, business associates and most importantly shareholders. We appreciate your firm support, and loyal belief in our commitments and objectives.

With positive outlook for the year ahead, I convey my gratitude for your continued support which you have showed in your company. I wish that you will continue to extend your valuable support & faith to Board of Directors, key managerial persons, and all employees who are working with full dedication and focus to take the company at ace location.

Thank You,

Ashok Gupta

Chairman & Managing Director

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the 21st Annual Report on the Business and operations of the Company along with the Audited Accounts for the financial year ended 31st March, 2014.

1. PRESENTATION OF FINANCIAL RESULTS

Since this Report pertains to financial year that commenced prior to 1st April 2014, the contents therein are governed by the relevant provisions/schedules/rules of the Companies Act, 1956, in compliance with General Circular No. 08/2014 dated 4th April 2014, issued by the Ministry of Corporate Affairs.

2. FINANCIAL HIGHLIGHTS:

Particulars	Year ended on 31.03.2014 (₹ in Lakh)	Year ended on 31.03.2013 (₹ in Lakh)
Revenue from Operations	**410,444**	283,157
Profit before Exceptional & Extraordinary Items and Tax	**7,670**	4,780
Profit Before Tax	**7,670**	4,722
Tax Expense:		
(1) Current Tax	**2,519**	1,584
(2) Deferred Tax	**120**	30
(3) Taxation Adjustment of previous year (net)	**20**	47
Profit After Tax	**5011**	3061
Earnings per equity share	**5.84**	3.57

- *Above figures are on standalone basis*

3. OPERATIONS

Your Company has delivered magnificent operating results in the financial year 2013-14. During the year under review, your company achieved yet another milestone as turnover touched an all time high of ₹ 410,444 lacs achieving a spectacular growth of 44.95% over the last year's turnover. The management of the Company is committed to maximize the shareholders value.

4. TRANSFER TO RESERVES

The Company is not mandatorily required to transfer its surplus to the General Reserve as no dividend has been proposed for the year 2013-14. Hence, an amount of ₹ 5,011 Lacs (Previous year ₹ 3,061 Lacs) has been proposed to be retained in the Profit and Loss Account.

5. DIVIDEND

The Board is of the opinion that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2013-14.

6. CREDIT RATING

CRISIL has upgraded its rating from 'Moderate' to 'Stable' while affirming 'CRISIL A-' (read as CRISIL A minus) rating of your Company for Cash Credit Limit, Bill Discounting, Cash Credit & Working Capital Demand Loan and for Term Loan Facilities and 'CRISIL A2+' (read as CRISIL A Two plus) rating for Letter of Credit Limit & for Supplier Bill Discounting. This gives the Company better creditability and enables to access banking services at low costs.

7. CORPORATE SOCIAL RESPONSIBILITY

The Companies Act, 2013 notified section 135 of the Act concerning Corporate Social Responsibility (CSR) alongwith the Rules thereunder and revised Schedule VII to the Act on 27th February 2014 to come into effect from 1st April 2014.The Company being covered under the provisions of the said section, has taken necessary initial steps in this regard. A Committee of the directors, titled 'Corporate Social Responsibility Committee', has been formed by the Board consisting of the following Directors –

1. Charan Singh Gupta, Chairman

2. Gautam Kanjilal, Member

3. Hardip Singh, Member

The Committee is in process to formulate its CSR policy for the Company.

The said section being enacted w.e.f 1st April 2014, necessary details as required under the provisions of Companies Act 2013 shall be presented to the members in the Annual Report for the year 2014-15.

8. ORGANISATIONAL CHANGES

Directors

The Board of Directors of your Company uses their expertise to provide a strategic direction to the business of the Company. On these lines, during the year under review, Mr. Charan Singh Gupta was appointed as an Additional Director in the category of Independent Director of the Company to hold office upto the date of the ensuing Annual General Meeting (AGM) of the Company.

Mrs. Renu Gupta was also appointed as an Additional Director in the category of Non-Executive Director of the Company to hold office upto the date of the ensuing Annual General Meeting (AGM) of the Company. On appointment of Mrs. Renu Gupta, the provisions of section 149(1) of the Companies Act, 2013 of having at least one woman director on the Board of the Company, stand complied.

Resolutions for regularization of Mr. Charan Singh Gupta & Mrs. Renu Gupta is put up for the approval of shareholders in the Notice of AGM.

As per Section 152(6)(c) of the Companies Act, 2013, Mr. Gautam Kanjilal has now become a retiring director, thus Mr. Gautam Kanjilal retires from the Board by rotation this year and being eligible, offers himself for re-appointment. Board recommends his re-appointment for your approval.

Pursuant to section 149(4) of the Companies Act, 2013, every listed company is required to appoint at least one third of its directors as independent directors. The Board already has one half of its directors in the category of independent directors in terms of the provisions of clause 49 of the listing agreement. The Board therefore, in its meeting held on 30th May, 2014 appointed the existing independent directors

under clause 49 as 'independent directors' pursuant to Companies Act, 2013, subject to approval of shareholders.

As required under the said Act and the Rules made thereunder, the same is now put up for approval of shareholders at the ensuing annual general meeting. Necessary details have been annexed to the Notice of the meeting in terms of section 102(1) of the Companies Act, 2013. With the appointment of independent directors, the conditions specified in the Act and the Rules made thereunder as also under new clause 49 of the listing agreement stand complied.

Information about the directors proposed to be appointed/re-appointed such as their experience, terms & conditions, etc. as required under clause 49 is being given in the Notice of the Annual General Meeting forming part of this annual report.

In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall be liable to retire by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Hardip Singh be amended to provide that his office shall be liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.

During the year under review Mrs. Parul Rai's ceased to be director of the Company w.e.f. 30th May, 2014 due to the remaining absent from consecutive three Meetings of the Board.

Key Managerial Personnel

In the light of provisions of section 203 of Companies Act 2013 along with the rules made there under, the following persons have been appointed as Key Managerial Personnel of the Company:

Mr. Ashok Gupta, Managing Director

Mr. Hardip Singh, Whole Time Director

Mr. Parveen Sharma, Chief Financial Officer

Mr. Vikas Chandra, Company Secretary

9. INCREASE IN BORROWING POWER OF THE COMPANY

For expansion in business and growth, your Company has increased its borrowing power upto an amount not exceeding ₹ 4,000,000,000 (Rupees four hundred crores only) by passing a special resolution under section 180(1)(c) of the Companies Act, 2013, and any sum(s) may be borrowed by the Company within the said limit, from time to time, as may be deemed fit, including the sum(s) already borrowed.

10. SUBSIDIARIES

Following are the subsidiary Companies of your Company as at 31st March, 2014

Indian Subsidiaries:

- Oneworld Teleservices Private Limited

Overseas Subsidiaries:

- Optiemus Infracom (Singapore) Pte. Ltd, Singapore
- Optiemus Metals & Mining Pte. Ltd, Singapore

- Optiemus Infracom International FZE, Dubai

Further, Ministry of Corporate Affairs, vide its circular no. 2/2011 dated 8th February, 2011 has given general exemption from attaching the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies with the Balance Sheet of the Company, subject to fulfilment of conditions mentioned therein. The Company has fulfilled the necessary conditions in this regard and hence not attaching the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies.

A summary of key financials of the Company's subsidiaries for the financial year ended 31st March, 2014 is included in this Annual Report. The annual accounts of the subsidiary companies and the related detailed information will be made available to the members of the Company and its subsidiary companies, seeking such information at any point of time. The annual accounts of the subsidiary companies will be kept for inspection by any member of the Company at its registered office and also at the registered office of the concerned subsidiary company.

11. CONSOLIDATED FINANCIAL STATEMENTS

The Directors also present the audited consolidated financial statements financial statements incorporating the financial statements of the subsidiaries as prepared in compliance with the accounting standards and listing agreement.

12. AUDITORS AND THEIR REPORT

M/s RMA & Associates, Chartered Accountants, the Statutory Auditors of the Company, hold office until the ensuing Annual General Meeting (AGM). The said Auditors have furnished the Certificate of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s RMA & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 25th AGM to be held in the year 2018, subject to ratification of their appointment at the subsequent AGMs each year till the expiry of their term.

The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any comments by the Board of Directors.

In conformity with the provisions of Clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended on 31st March 2014 is attached as a part of the Annual Accounts of the Company.

The disclosures related to related party transactions also form part of the notes on accounts.

There are no qualifications or adverse remarks in the Auditors' Report, which require any clarification or explanation under section 217 of the Companies Act, 1956.

13. CORPORATE GOVERNANCE

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

Pursuant to clause 49 of the listing agreement with stock exchanges, a separate section titled 'Corporate Governance' has been included in this annual report, along with the reports on Management Discussion and Analysis.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars 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 Director s) Rules, 1988 are set out in an "Annexure A" attached to this report.

15. PARTICULARS OF EMPLOYEES

As required particulars of 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 31st March 2014 are set out in an "Annexure B" to this report.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA), with respect to the Directors' Responsibility Statement, the Directors hereby 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.

17. ACKNOWLEDGEMENT

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

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

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Ashok Gupta

Chairman & Managing Director

Place : New Delhi

Date : August 14, 2014

Annexure-A

INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNING AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988.

a) Energy Conservation

Though energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost.

b) Technology Absorption, Adaptation and Innovation

The information that is required to be disclosed under rule 2 of the aforesaid rules, is given hereunder in Form B:

FORM B

Form of Disclosure of particulars with respect to Absorption

Research and Development (R&D)

1.	Specific area in which R&D was carried out by the Company	: NIL
2.	Benefits derived as a result of the above R&D	: NIL
3.	Future plan of action	: NIL
4.	Expenditure on R&D	
	a) Capital	: NIL
	b) Recurring	: NIL
	c) Total	: NIL
	d) Total R&D expenditure as a Percentage of total turnover	: NIL

Technology, Absorption, Adaptation and Innovation

- Efforts, in brief, made towards technology absorption, adaptation and innovation.

  We at Optiemus Infracom Limited are well aware of latest technology being available in our field of operation. Necessary training is imparted to the relevant people from time to time to make them well acquainted with the latest technology.

- Benefits derived as a result of the above efforts:

  We are able to provide retail services in more innovative form & maintain a high standard of quality.

- In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

Technology imported.	: N.A.
Year of import.	: N.A.
Has technology been fully absorbed	: N.A.
If not fully absorbed, areas where this	: N.A.

has not taken place, reasons there for and future plans of action.

c) Foreign Exchange Earnings and Outgo

Activities relating to export, initiatives to increase exports, Developments of New export markets for products and Services and Export plan:

The Company has continued to maintain focus on and avail of export opportunities based on economic considerations. During the year the Company has exports (FOB value) worth ₹ 1,029 Lacs.

Foreign Exchange Earning & Outgo details are as follows:

(₹ in Lacs)

Foreign Exchange details *	As on 31st March, 2014
Foreign Exchange Earnings (A) (Including deemed exports & sales through export houses)	1029
Foreign Exchange Outgo (B)	3187
Net Foreign Exchange Earnings (A-B)	(2460)

*** The Figures are on receipt/payment basis.**

Annexure B

INFORMATION AS PER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AS AMENDED AND FORMING PART OF THE DIRECTOR 'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2014

Employed for the financial year 2013-14

S. No	Name of the Employee	Designation	Nature of Duties	Qualification	Age	Date of Joining	Experience	Remuneration (In Lac) Per Month	Previous Employment
1	Mr. Ashok Gupta	Managing Director	General Management	Graduate	55 yrs	05.01.2009	23 yrs	15.00	Own Business

Notes:

1. The remuneration received shown as above comprises of salary, bonus, allowances, cash incentives and monetary value of perquisites as per income tax rules, Provident Fund and professional tax.
2. Mr. Ashok Gupta, Chairman & Managing Director, the employee shown above, is holding 57,54,894 Equity Shares (6.71%) of the Company as on 31st March 2014.
3. The employee shown above is in full-time employment.
4. In addition to the above remuneration, employee is entitled to gratuity in accordance with the Company's rules.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Ashok Gupta

Chairman & Managing Director

Place : New Delhi

Date : August 14, 2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Economy

India's GDP growth rate in financial year 2012-13 being 4.9% continued to be unrushed from 5% GDP growth of the financial year 2012-13. The year saw steep currency depreciation in an environment where industrial activity remained in contraction mode, consumption demand continued to weaken, while lacklustre capital goods production pointed to stalled investment demand.

With sluggish growth across the larger economy, further compounded by high consumer inflation and weak sentiment, market growth moderated throughout the year in both volume and value terms. The operating context for the year was challenging, given the backdrop of a market slowdown, a volatile input cost environment and heightened competitive intensity.

Your Company's performance for the year 2013-14 has to be viewed in the context of aforesaid economic and market environment.

Business Segment-Telecommunication Products

Telecommunications has seen impressive expansion and large investments in the past several years with teledensity increasing from 26.2 per cent in 2008 to more than 70 per cent in 2012. The expansion has been led by private sector service providers whose market share increased in this period from 73.5 per cent to 86.3 per cent. There is tremendous scope for further expansion in telecommunications, especially with the introduction of 3G services. Telecommunications, and the associated increase in Internet connectivity is clearly a productivity enhancing development, and India is well placed to benefit from this.

Business Segment-Infrastructure

India's growing economy is placing huge demands on critical infrastructure – power, roads, railways, ports, transportation systems etc. Also, owing to rapid increase in moterization and urbanization, the Indian Government is leaving no stone unturned to enhance the Infrastructure and in this view is also encouraging private participation in infrastructure development.

2. OPPORTUNITIES

Telecom Products

Mobile is a vibrant and evolving industry at the heart of everyday life for a growing proportion of the world's population. Given this dynamism, it is no surprise that the mobile industry makes a substantial economic contribution. The telecommunications industry as a whole offers a number of attractive opportunities.

Telecommunications is a necessary utility

The need for telecom in both rural and urban areas, and its role in the infrastructure of both developed and developing markets, continues to grow. The National Telecom Policy-2012 (NTP - 2012) rolled out by the Government this year will also help in socio-economic development.

Massive growth of smartphones

The past year has seen massive growth in the smartphone market, along with proliferation of tablets. This primarily reflects a shift in consumer preference toward feature-enhanced smart devices from ordinary feature phones used primarily for voice telephony. This opportunity provides scope for the Company to retain new users and grow revenue going forward.

Infrastructure

India is one of the fastest growing economies of the world. However the fast growth of the economy in recent years has placed increasing stress on physical infrastructure such as electricity, roads and highways, railways, ports, airports, urban and rural water supply etc. Infrastructure investment requires huge capital outlay which was considered to be big hurdle in the past due to prohibition or lesser private participation. Consequently, the Government is encouraging more private sector participation through Public Private Partnership (PPPs) concept, which is fast evolving in all the aspects of infrastructure development. Such private investments not only help in meeting the funding requirement of projects but it has also other advantage.

3. THREATS

Telecom Products

Regulatory and Economic Environment

The Competitive Environment in the telecom Industry, increasing competition in India, continue to remain a challenge for the Company. The Company continues to Endeavour to build up strong distribution network to counter aggression by all the competitors.

Challenges

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

i. The telecommunication services industry is capital intensive. Capital Expenditure (CAPEX) on adaptation to latest technology may put pressures on deliverables. However, the Company is constantly assessing such technological challenges and taking immediate remedial steps through timely CAPEX plans.

ii. The Company faces significant and intense competition in its markets, which could aggravate with the entry of new licensees that may result in decrease in current and potential customers, revenues and profitability. But we remain confident that our competitively priced tariff will continue to attract large volumes of traffic, resulting in better utilization of network, operating efficiencies and cost benefits.

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

Infrastructure (Construction and Renting)

Infrastructure projects are highly capital intensive and as such run the risks of:

i. Longer development period than planned due to delay in statutory clearances, delayed supply of equipment or non-availability of land, non-availability of skilled manpower, etc.

ii. Financial and infrastructural bottlenecks

iii. Execution delay and performance risk

iv. Cost over-run

4. SEGMENT WISE PERFORMANCE

Telecom Products

The Indian telecom sector has witnessed tremendous growth over the past decade. Today, the Indian telecom network is the second largest in the world after China. A liberal policy regime and involvement of the private sector have played an important role in transforming this sector, the total number of mobile subscribers globally was at 3.2 billion by end of 2012, growing to 4 billion within the next five years.

Your company operates in International branded devices (Samsung Brand) and is having a strong distribution network across the country. The organized Retail of Mobile Handsets is growing rapidly in line with the increase in market share of smart phones as customers prefer to buy smart phones from organized retail stores which offer better buying experience and understanding the functions of a smart phone. Also, the Company is moving forward with its prime focus on trade in mobile accessories as well.

Optiemus is one of the largest players in the industry and has been investing in distribution network heavily over the past 5 years and having an excellent track record of cash profits. The Turnover of the Company in the F.Y. 2013-14 was ₹ 4104 crores.

Infrastructure (Construction And Renting)

The Company's performance has improved drastically in this segment, where its total revenue for the F.Y. 2013-14 was ₹ 18.11 crores. Further, the Company is also generating revenue from its owned commercial property which been leased for a period of nine years to Samsung India Electronics Private Limited. Thus, we can see this segment growing keeping in pace with the Indian Government's move to develop the Infrastructure and involving the private participation for the same.

5. BUSINESS OUTLOOK

Telecom Sector is pivotal to the socioeconomic development. The global telecommunication industry is witnessing a fundamental change. The new Mobile Handsets aims at faster data connectivity, video streaming with high resolution, and rich multimedia applications, internet connectivity etc. We at Optiemus are vibrant to this shift. The telecom Sector is one of the main catalysts of the accelerated growth and progress of different segments of the economy by narrowing access gaps and removing barriers to information. Our enhanced network capabilities and national footprint makes us preferred

carrier choice amongst other players. The Company has also diversified its business operations and will continue to strive for making its presence in the global market.

6. RISKS AND CONCERNS

Risk Categories involved can be discussed as follows:

- **Strategy:** Risks emanating out of the choices we make on markets, business mix, Resources and delivery model which can potentially impact our competitive advantage in medium and long term. Further, this includes aspects relating scalability and sustainability of business.
- **Industry:** Risks relating to inherent characteristics of our industry including, competitive structure, emergence of new business models, technological landscape, extent of linkage to economic environment and regulatory structure.
- **Counter-party:** Risks arising from our association with entities for conducting business. The counterparties include clients, vendors, alliance partners and their respective industries. Apart from credit risk, counterparty risks include those relating to litigation and loss of reputation.
- **Resources:** Risks arising from inappropriate sourcing or sub-optimal utilization of key organizational resources such as financial capital, talent and infrastructure.
- **Operations:** Risks inherent to business operations including those relating to client acquisition, service delivery to clients, business support activities, information security, IP, physical security and business activity disruptions. Operational risks are assessed primarily on three dimensions, business process effectiveness, compliance to policies and procedures and strength of underlying controls.
- **Regulatory** Risks due to adverse developments in regulatory environment that could potentially impact our business objectives and lead to loss of reputation.

Risk Management Framework

Company has a defined self governed risk policy and risk management frame work for all units, functional departments and project sites. This helps in identifying, assessing and mitigating the risk that could impact the Company's performance and achievement of its business objectives. The risks are reviewed on ongoing basis by various process owners across the organization. The risk assessment is carried out by the Management Audit and Risk Assessment Department and a risk note is prepared and presented to the Audit Committee and a risk assessment procedure is presented to the Board of Directors annually.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Internal Control System of the Company is commensurate with the size, scale and complexity of its operations. It is being constantly assessed and strengthened with new/revised standard operating procedures and robust internal and Information Technology (IT) controls. The Company has an adequate

system of management supervised internal control which is aimed at achieving efficiency in operations, optimum utilization of resources, and compliance with all applicable laws and regulations. The internal control mechanism comprises a well-defined organization structure, pre-determined authority levels with segregation of duties, risk assessment and management framework. The procurement and operational maintenance activities are planned well in advance to avoid any possible risk of late delivery of equipment and materials, delay in attending to maintenance needs, etc. The Company, on a regular basis, stores and maintains all the relevant data and information as a back up to avoid any possible risk of losing important business data. A qualified and independent audit committee of the Board comprising of all independent directors of the Company reviews the internal audit reports, adequacy of internal controls and risk management framework.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI). Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgements used therein. The estimates and judgements relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

The Company's financial performance is given as below:

i. Revenues and operating expenses

On a consolidated basis, the Company earned total revenues of ₹4,08,763 Lacs. The net profit after tax recorded by the Company was ₹ 5200 Lacs. Our total operating expenditure stood at ₹ 3,99,832 Lacs.

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

The Company earned EBITDA of ₹ 12,805 Lacs.

iii. Depreciation and amortisation

The Depreciation and amortisation charges were ₹ 1,249 Lacs.

iv. Profit before/ after tax

The profit before tax was ₹ 7,670 Lacs. The net profit after tax was ₹ 5,011 Lacs.

9. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

Beyond the Balance Sheet lies Company's singly biggest Asset-Human Resource. The human resource assets of the Company comprise of people of diverse educational and technical backgrounds. The Company has a strong process to evaluate and recruit employees from all over India. The Company considers training and development of its employees as crucial, to enable to develop their skills and

to meet its dynamic business needs. The company has inbuilt systems to ensure that employees are continuously updated with the needs of the changing technology. Training the employees forms an integral part of company's policy towards achieving its objective. The Company recognizes and appreciates the contribution of all its employees in its growth path. Our Company strives to retain talent by facilitating career growth through job enrichment and empowerment, as it believes that the pool of the human resource is the biggest asset of the organization. Your Company maintains a cordial relationship with its employees through a constructive work environment in support of productive gains.

10. CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute forward looking statements within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control. Further, the Company retains the flexibility to respond to fast-changing market conditions and business imperatives. Therefore, the Company may need to change any of the plans and projections that may have been outlined in this report, depending on market conditions.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

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

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

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills and experience and their role is to provide strategic direction, guidance with constructive support to management.

Your Company is committed to benchmark itself with the best standards of Corporate Governance, not only in form but also in spirit. The Corporate Governance guidelines are in compliance with the requirements of clause 49 of the Listing Agreements with the stock exchanges. In its pursuit of excellence towards corporate governance, Company has adopted the Whistle Blower Policy, Code of Conduct for its Directors and Employees, Code of Conduct for Prevention of Insider Trading and Good Corporate Disclosure Practices.

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

2. BOARD OF DIRECTORS

The Company has a high profiled Board with varied management expertise. In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board.

I. COMPOSITION

In compliance with the Listing Agreement, the Company has an optimum combination of Executive and Non-Executive Independent Directors. As on 31st March 2014, the Board of the Company consisted of six directors, of whom two were executive, out of which one being Managing Director, three were non-executive independent and one was non-executive and non independent.

The Company has an executive chairman. According to clause 49, if the chairman of a listed Company is executive Director, then atleast one half of the Board of the Company should consist of Independent

Directors. As shown in table 1, this provision is met at Optiemus.

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

The requisite information as per the requirements of Clause 49 of the Listing Agreement for the period ended 31st March 2014 is provided in following Table 1:

TABLE 1

Name of Director & DIN	Category	Designation	Attendance Particulars			Directorship of Other Indian Public Companies	Committees Position in Indian Companies	
			Board Meetings held	Board Meetings attended	Last AGM		Member	Chairman
Ashok Gupta 00277434	Promoter & Executive Director	Chairman & Managing Director	14	11	No	1	1	Nil
Hardip Singh 01071395	Executive Director	Whole-Time Director	14	13	Yes	Nil	1	Nil
Parul Rai* 00429616	Non Executive Director	Director	14	0	No	Nil	Nil	Nil
Gautam Kanjilal 03034033	Independent & Non-Executive Director	Director	14	14	No	1	1	2
Tejendra Pal Singh Josen 02485388	Independent & Non-Executive Director	Director	14**	11	No	Nil	1	Nil
Charan Singh Gupta 06744568	Independent & Non-Executive Director	Director	14***	3	N.A	Nil	1	Nil

**Ms. Parul Rai ceased to be the Director of the Company w.e.f. 30th May, 2014.*

*** Eleven meetings were held since the appointment of Mr. Tejendra Pal Singh Josen*

**** Three meetings were held since the appointment of Mr. Charan Singh Gupta*

NOTES:

(i) Private Limited Companies have been excluded for the purposes of calculating Board & Committee positions.

(ii) Membership/Chairmanship in only Audit Committee, Share Transfer & Shareholder grievance Committee including Optiemus Infracom Limited has been considered for committee positions as per Listing Agreement.

(iii) None of the Directors of the Company is a member in more than 10 Committees and Chairman of more than 5 Committees across all the companies in which he is a Director. Disclosures in this regard have been made by the Directors for the current year.

II. DIRECTOR'S PROFILE

Mr. Ashok Gupta, the Chairman & Managing Director, holds the degree of Bachelor in Commerce. Mr. Gupta is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors; carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors. He is having a huge & knowledgeable experience of 34 years in the business activities in Telecom Industry, Construction, Import of Mobile Handset and Accessories and Furniture & Fixtures. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments. Mr. Gupta has promoted various companies in the field of Communication, Telecom, Construction and Allied Industries.

Mr. Hardip Singh, Director (Operations) holds the degree of Bachelor in Arts (Economics Honors). He has also done his diploma in Marketing Management and has an extensive experience of more than 21 years in Marketing, Distribution and Business Development. Mr. Singh is directly responsible for the sales, marketing and other promotional business of the Company.

Ms. Renu Gupta, Director (Business Relation), is a graduate and is having more than 15 years of exposure in the field of Telecom Industry. Ms. Gupta has a remarkable entrepreneurship quality and is accountable for business relations of the Company with other associations.

Mr. Gautam Kanjilal, Non-Executive Director, is a post graduate in Economics and had joined the management cadre of the State Bank of India in July 1972 as a Probationary Officer. During his 37 plus years of service in SBI, he held many important administrative and business assignments covering a large matrix of banking operations. Apart from holding operational assignments in the area of pure banking, he was positioned in the corporate headquarters of SBI Capital Markets Ltd, the merchant banking arm of SBI, where the nature of responsibilities included debt syndication and planning and handling of all types of equity/ debt issues of large PSUs and corporate. As AGM of Overseas Branch, Kolkata, he handled the accounts of large corporate EOUs/ export houses; this involved credit appraisals, especially related to Forex.

Mr. Tejendra Pal Singh Josen, Non-Executive Independent Director, holds a wide experience in the field of Agri inputs, fertilizers and agro industry having worked previously with Indian Potash Ltd for 24 years in various senior management positions. During the tenure with IPL, Mr. Josen was deputed to a prestigious ICAEP project of the Canadian International Development Agency (CIDA) for five years on a very similar position. During the posting in Gujarat, Mr. Josen was credited to handling a record of 2 million tonnes of fertilizer material, imported through key ports like Kandla, Mundra, Jamnagar, Bhavnagar etc. Mr. Josen was given the opportunity to work on product development of SOP in association with KALI and SALZ, Germany, DAP of HLL and on many other agri inputs including pesticides, all over India. During his positing to Gujarat, he started career with Duncans Agro Industries, a British Company followed by a Swiss Company, Sandoz (I) Ltd in the senior management cadre serving for seven years.

Mr. Charan Singh Gupta, Non-Executive Independent Director holds the degree of B.A. he is having more than 39 years of experience in Banking Sector. He retired as a Deputy General Manager from Oriental Bank of Commerce. His rich experience can help the Company to take major policy decisions.

III. DETAILS OF BOARD MEETINGS HELD DURING THE YEAR

During the financial year ended 31st March 2014, The Board met fourteen (14) times. (See Table 2)

TABLE 2

Date of the Board Meeting	Maximum gap permitted under clause 49	Board Strength	No. of Directors Present
10th April, 2013	120 Days	4	3
15th May, 2013		4	3
27th May, 2013		4	3
26th June, 2013		5	4
9th July, 2013		5	4
13th August, 2013		5	4
5th September, 2013		5	3
20th September, 2013		5	2
22nd October, 2013		5	4
14th November, 2013		5	4
27th November, 2013		5	4
24th December, 2013		6	5
14th February, 2014		6	4
12th March, 2014		6	5

IV. INFORMATION AVAILABLE TO THE BOARD

During the year, information as mentioned in Annexure-IA to Clause 49 of the Listing Agreement were been placed before the Board for its consideration from time to time generally as a part of the agenda of the board meeting and/or is placed at the table during the course of the meeting. The Board is given presentations covering Finance, Sales, marketing, major segments and operations of the Company, overview of the business operations of major subsidiary companies, global business environment, all business areas of the Company including business opportunities, business strategy and risk management practices before taking on record the quarterly/annual financial results of the Company. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, new investments, compliance with statutory/regulatory requirements and major accounting provisions are considered by the Board. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

3. REMUNERATION OF DIRECTORS

i. Remuneration Policy

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

ii. Remuneration of Executive Directors

Remuneration of Executive Directors is decided based upon their qualification, experience, and

contribution at the respective positions in the past and expected future benefits to the company and is consistent with the existing industry practice. Executive Directors are entitled for the remuneration as follows:

(i) Salary and commission not to exceed limits prescribed under the Companies Act, 1956.

(ii) Revised from time to time depending upon the performance of the Company.

(iii) No Sitting Fees is being paid to them.

Details of the remuneration paid to Executive Directors and there shareholding in the company for the year ended March 31, 2014 is as follows:

(Amt in ₹)

Sl. No.	Name of Directors	Gross Salary (Amt in ₹)	Commission	Sitting Fees	Stock Options	Shareholding in the Company & %
1	Mr. Ashok Gupta	18,000,000	Nil	Nil	Nil	57,54,894 (6.71%)
2	Mr. Hardip Singh	3,804,000	Nil	Nil	Nil	Nil

**No remuneration was paid to Ms. Parul Rai as the same was waived off by her w.e.f. 1st April, 2013. Further, w.e.f. 13th August, 2013 she became non-executive Director hence was eligible only for sitting fees from thereon.*

iii. Remuneration of Non-Executive Directors

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

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

Details of the remuneration paid to Non Executive Directors and there shareholding in the company for the year ended March 31, 2014 is as follows:

Sl. No.	Name of Directors	Sitting Fees (Amt in ₹)	Commission (Amt in ₹)	Shareholding in the Company
1	Mr. Gautam Kanjilal	202,248	Nil	2850 Shares (0.0003%)
2	Mr. Tejendra Pal Singh Josen	172,147	Nil	Nil
3	Mr. Charan Singh Gupta	37,079	Nil	Nil

**No sitting fees was paid to Ms. Parul Rai, since she did not attend any of the meeting during her tenure of Non-executive director.*

4. BOARD COMMITTEES

As on 31st March, 2014, the Board had two (2) Board Level Committees. (See table 3)

TABLE 3

Committee	Position
Audit Committee	Mr. Gautam Kanjilal, Chairman (Independent, Non-Executive)
	Mr. Charan Singh Gupta*, Member (Independent, Non-Executive)
	Mr. Tejendra Pal Singh Josen, Member (Independent, Non-Executive)
Share Transfer & Shareholder Grievance Committee**	Mr. Gautam Kanjilal, Chairman (Independent, Non-Executive)
	Mr. Ashok Gupta, Member (Non Independent, Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)

**Mr. Charan Singh Gupta was appointed as a member of Audit Committee in place of Mr. Ashok Gupta (Managing Director) w.e.f. 12th March, 2014*

*** With effect from May 30, 2014 the Share Transfer & Shareholder Grievance Committee was renamed as Stakeholder Relationship Committee.*

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

I. AUDIT COMMITTEE

A. Broad Terms Of Reference

The composition of Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The terms of reference of this Committee covers the matters specified for Audit Committee under clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. The terms of the reference of Audit Committee include inter alia the following:

Powers of Audit Committee

(i) To investigate any activity within its terms of reference.

(ii) To seek information from any employee.

(iii) To obtain outside legal or other professional advice.

(iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions
   g. Qualifications in the draft audit report.
   h. The quality and acceptability of:
      (i) the accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
      (ii) financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
   i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;
   j. the policies and process for identifying and assessing business risks and the management of these risks;
   k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;
   l. possible impairments of the Group's assets;
   m. compliance with financial reporting standards and relevant financial and governance reporting requirements;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through

an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Mandatory review the following information:
    (i) Management discussion and analysis of financial condition and results of operations;
    (ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    (iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
    (iv) Internal audit reports relating to internal control weaknesses; and
    (v) The appointment, removal and terms of remuneration of the Chief internal auditor
16. Overseeing the relationships with the external auditors as follows:
    (i) To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;

(ii) To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;

(iii) To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

(iv) To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

(v) To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

(vi) To ensure that there are no restrictions on the scope of the statutory audit;

17. Such other function, as may be assigned by the Board of directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 1956.

B. Composition, Meetings & Attendance of the Committee

The Audit Committee of the Company has been constituted as per the requirements of Clause 49 of the Listing Agreement. The composition of the Audit Committee is given in Table 3.

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

The Audit Committee met five (5) times during the year on 27th May, 2013, 13th August, 2013, 5th September, 2013, 14th November, 2013 and 14th February, 2014. The gap between two meetings did not exceed four months. The attendance particulars for the said meetings held during the year are as under:

Name of Director	Category	No of Meetings held	No of Meetings Attended
Mr. Gautam Kanjilal	Chairman (Independent & Non Executive Director)	5	5
Mr. Tejendra Pal Singh Josen	Member (Independent & Non Executive Director)	5	5
Mr. Ashok Gupta*	Member (Non Independent & Executive Director)	5	3

**The composition of Audit Committee was changed w.e.f. 12th March, 2014 whereby, Mr. Ashok Gupta was replaced with Mr. Charan Singh Gupta, Non-Executive & Independent Director.*

No Audit Committee meeting was held in the F.Y. 2013-14 after appointment of Mr. Charan Singh Gupta.

INTERNAL AUDITORS

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

II. SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE

A. Terms of Reference

The broad terms of reference includes the following:

- Redressal of stakeholders complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialisation, rematerialisation, splitting and consolidation of shares issued by the Company.

B. Composition, meetings and attendance

In compliance with the Listing Agreement requirements and provisions of the Companies Act, 1956, the Company had constituted share transfer and Investor Grievance Committee which was renamed as Stakeholder Relationship Committee in the Board Meeting held on 30th May, 2014, to meet the requirements of Companies Act, 2013. The composition of the shareholder transfer and Investor Grievance Committee is given in Table 3.

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

During the year under review, Committee met eight (8) times.

Attendance particulars of members are as follows:

S. No.	Name of Director	Category	No of meetings of held	No of meetings attended
1	Mr. Gautam Kanjilal	Chairman (Independent & Non-Executive Director)	8*	5
2	Mr. Ashok Gupta	Member (Non Independent & Executive Director)	8	7
3	Mr. Hardip Singh	Member (Non Independent & Executive Director)	8	8

** Seven committee meetings were held after appointment of Mr. Gautam kanjilal in the F.Y. 2013-14*

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

Particulars	Pending as on April 1, 2013	Received during the Year	Disposed during the Year	Pending as on March 31, 2014
No of Complaints	Nil	10	10	Nil

D. COMPLIANCE OFFICER

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

Apart From above mentioned committees, Company has also Constituted Nomination and remuneration Committee & Corporate Social Responsibility Committee in its Board Meeting held on 30th May, 2014, pursuant to the requirement of Companies Act, 2013. The Composition of these Committees is as given in table 4:

TABLE 4

Committee	Position
Nomination and remuneration Committee	Mr. Tejendra Pal Singh Josen, Chairman (Independent, Non-Executive)
	Mr. Charan Singh Gupta, Member (Independent, Non-Executive)
	Mr. Gautam Kanjilal, Member (Independent, Non-Executive)
Corporate Social Responsibility Committee	Mr. Charan Singh Gupta, Chairman (Independent, Non-Executive)
	Mr. Gautam Kanjilal, Member (Independent, Non-Executive)
	Mr. Hardip Singh, Member (Non Independent, Executive)

5. GENERAL BODY MEETINGS

A. ANNUAL GENERAL MEETINGS

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

AGM	Day, Date & time	Venue	Subject Matter of the Special Resolutions so passed
18th AGM	Friday, September 30, 2011 at 11:00 A.M.	Check-Inn Hotels, 104, Babar Road, Connaught Place, New Delhi – 110 001	To Alter articles of Association.
19th AGM	Saturday, September 29, 2012 at 11:00 A.M.	Check-Inn Hotels, 104, Babar Road, Connaught Place, New Delhi – 110 001	N.A.
20th AGM	Monday, September 30, 2013 at 11:00 A.M.	Emarald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001	To increase remuneration of Mr. Ashok Gupta, Chairman & Managing Director of the Company

B. EXTRA-ORDINARY GENERAL MEETINGS

No Extra-ordinary General Meeting held during the financial year ended on 31st March, 2014.

C. POSTAL BALLOT

During the year under review, your Company conducted one postal ballot in pursuance of Section 192A of the Companies Act, 1956 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. The result of the postal ballot was declared on Saturday, 26th October, 2013.

Mr. Aman Jain, Company Secretary, was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The gist of the results is as follows:

Date of Declaration of Results	Type of Resolution	Particulars of Resolutions passed	Total Valid Votes	Votes in favour	Votes Against
26.10.2013	Special Resolution	Increasing the borrowing power of the Company under section 180(1)(c) of the Companies Act, 2013	64,328,116	64,318,116 (99.9845%)	10,000 (0.0155%)
	Special Resolution	Sell, lease, mortgage or otherwise dispose off assets of the Company under section 180(1)(a) of the Companies Act, 2013	64,328,116	64,318,116 (99.9845%)	10,000 (0.0155%)

Procedure for postal ballot

Serial No.	Procedure
1.	After obtaining consent to act as Scrutinizer the Board of Directors appoints Scrutinizer to conduct Postal Ballot process in true, fair and transparent manner.
2.	Cut Off date is fixed for identifying shareholders entitled to receive notice of the postal ballot.
3.	Board resolution along with calendar of events is filed with Registrar of Companies within one week of the date of the Board Meeting.
4.	Postal Ballot Notice along with explanatory statement and Postal Ballot form with instructions are dispatched to shareholders.
5.	Company advertises dispatch of postal ballot in one English Newspaper and one Vernacular language.
6.	The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the Business hours on specified date.
7.	Scrutinizer after carrying out postal ballot process submits their Report to the company on the specified date
8.	Result of the postal ballot is declared at the registered office of the company and the same is notified to stock exchanges as well as published in one English Newspaper and one Vernacular language.

6. DISCLOSURES

A. Related Party Transactions

The required statements/disclosures with respect to the related party transactions, are placed before the audit committee as well as to the Board of directors in terms of Clause 49(IV)(A) and other applicable laws for approval.

The Company's major related party transactions are generally with its subsidiary and entities in which KMP/Relatives of KMP can exercise significant influence. The related party transactions are entered into based on consideration of various business exigencies such as synergy in operations, sectoral specialization, liquidity and capital resource of subsidiary and aforesaid entites.

Transactions with the related parties are disclosed in note no. 28 of the Accounts in the Annual Report. All the related party transactions were on arm's length basis. No transaction of a material nature has been entered into by the Company with the Directors or Managements and their relatives etc. which may have potential conflict with the interest of the Company.

B. Disclosure of Accounting Treatment

The Company follows accounting standards notified by the Government of India under Section 211(3C) of the Companies Act, and in preparation of its financial statements and the Company has not adopted a treatment different from that as prescribed therein.

C. Management Discussion and Analysis Report

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

D. Vigil Mechanism/Whistle Blower Policy

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

E. CEO/CFO Certificate

The certificate required under Clause 49(V) of the Listing Agreement duly signed by the CEO and CFO was placed before the Board and the same is annexed as ***'Annexure A'***

F. Risk Management

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

G. Shareholders

Profile of Directors who are to be appointed/re-appointed along with the Directorship details is provided in the Notice of the 21st Annual General Meeting of the Company.

H. Subsidiary Companies

The Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated

in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

In terms of clause 49 of the Listing agreement, there was no 'material non-listed Indian subsidiary' of the Company during the financial year 2013-14.

I. Compliance

Company has complied with the mandatory requirements as stipulated in 49 of the listing agreements. Company has submitted the Quarterly compliance report to the stock exchanges within the prescribed time limit.

M/s RMA & Associates, Chartered Accountants have certified that the company has complied with the mandatory requirements of corporate governance as stipulated in Clause 49 of the Listing Agreement. ***'Annexure B'***

J. Compliances Regarding Insider Trading

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

K. Details of Non-Compliance

During the last three (3) years, there were no instances of non-compliance on any matter related to the Capital Markets. No penalties or strictures were imposed on the Company by any stock exchange or SEBI or any Statutory Authority on any matter related to capital markets.

L. Details of Adoption of Non-Mandatory Requirements

The Company has complied with and adopted the following non-mandatory requirements of Clause 49 of the Listing Agreement:

(1) Training of board Members

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

(2) Shareholders Rights

As the Company's quarterly and half yearly results are published in compliance with clause 41 of the listing agreement in leading English Newspaper and in Leading Hindi newspaper having circulation all over India, the same are not sent to each household of the shareholders.

(3) Audit Qualifications

There are no qualifications in the financial statements of the Company for the year 2013-14.

7. COMMUNICATION TO SHAREHOLDERS

The quarterly un-audited results and yearly audited are published in prominent daily newspapers, viz. Business Standard/ Economic Times.

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

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

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

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

8. GENERAL SHAREHOLDER INFORMATION (As on 31st March 2014)

The general information in this regard is mentioned herein below:

(i) 21st Annual General Meeting

Day	Tuesday
Date	30th September, 2014
Time	11:00 A.M
Venue	Emarald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001

(ii) Financial Calendar (Tentative) : 1st April – 31st March

Tentative Calendar for Declaration of Financial Results (Audited/Un-audited) in FY 2014-15:

For the Quarter Ending 30th June 2014	Upto 14th August, 2014
For the Quarter & Half Year Ending 30th September 2014	Upto 14th November, 2014
For the Quarter Ending 30th December 2014	Upto 14th February, 2015
For the Quarter & Year Ending 31st March 2015	Upto 30th May, 2015

(iii) Book Closure Dates

Saturday, 27th September, 2014 to Tuesday, 30th September 2014 (both days inclusive).

(iv) Dividend Payment Date

No dividend has been proposed by the Board of Directors for the financial year 2013-14.

(v) Listing on Stock Exchanges:

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

Name of Exchange and Address	Contact details	Scrip Code/ID
Bombay Stock Exchange Limited, PJ Towers, Dalal Street, Fort, Mumbai-400 001	Telephone: 022-22721233/4 Email: listing@bseindia.com Website: www.bseindia.com	530135
Delhi Stock Exchange Limited DSE House, 3/1 Asaf Ali Road, New Delhi-110 002	Telephone: 011-46470000 Email:contact@dseindia.org.in Website: www.dseindia.org.in	7988
Jaipur Stock Exchange Limited Stock Exchange Building, JLN Marg, Malviya Nagar, Jaipur-302 017	Telephone: 0141-2729094 /41 Email: grievance@jsel.in Website: www.jsel.in	553

Annual Listing fees for the year 2014-15, as applicable, have been paid to all the above Stock Exchanges.

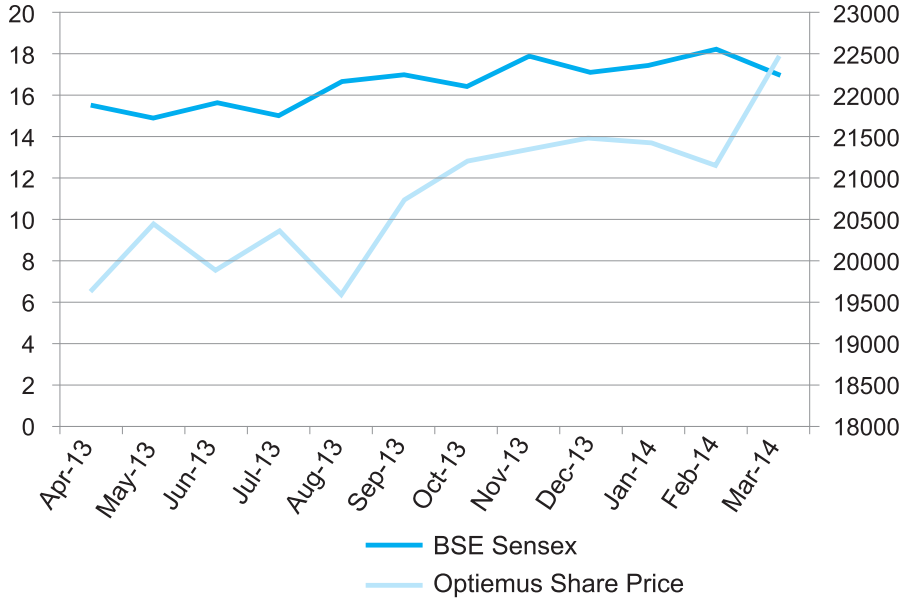
(vi) Demat ISIN No. : INE350C01017

(vii) Stock Market Price Data

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

Month	Optiemus Share Price		BSE Sensex	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April'13	15.50	12.91	19622.68	18144.22
May'13	14.89	13.51	20443.62	19451.26
June'13	15.62	14.60	19860.19	18467.16
July'13	15.00	12.80	20351.06	19126.82
August'13	16.70	15.33	19569.20	17448.71
September'13	17.00	15.90	20739.69	18166.17
October'13	16.45	15.50	21205.44	19264.72
November'13	17.85	15.55	21321.53	20137.67
December'13	17.10	15.50	21483.74	20568.70
January'14	17.50	13.75	21409.66	20343.78
February'14	18.20	13.05	21140.51	19963.12
March'14	16.95	12.70	22467.21	20920.98

(viii) Share Performance Chart on BSE Sensex



(ix) Registrar and Share Transfer Agents

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

(x) Share Transfer System

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

The Shares sent for physical transfer are registered and returned within the stipulated period from the date of receipt of request, if the documents are complete in all respects.

Further, pursuant to Clause 47C of the Listing Agreement with the Stock Exchanges, a certificates on half yearly basis confirming the due compliance of share transfer formalities by the Company, certificate for timely dematerialization of the shares as per SEBI (Depositories and Participants) Regulations 1996 and a Secretarial Audit Report for reconciliation of the share capital of the Company obtained from Practicing Company Secretary have been submitted to Stock Exchanges in stipulated time.

(xi) Distribution of shareholding as on 31st March 2014

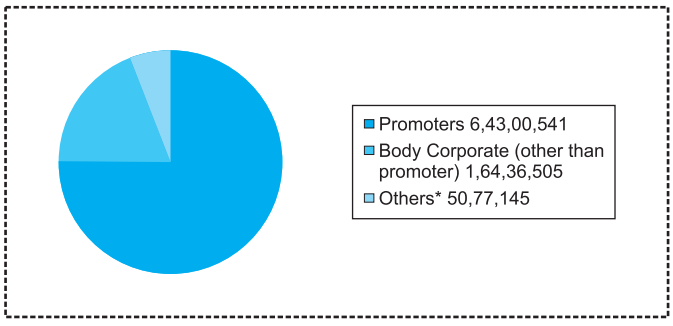
Shareholding of nominal value	Share Holders		Shares		
₹	Number	% to total	Number	Amount in ₹	% to total
Upto 5,000	1950	73.03	391,426	39,14,260	0.46
5,001 - 10,000	324	12.13	271,119	27,11,190	0.32
10,001 - 20,000	152	5.69	234,840	23,48,400	0.27
20,001 - 30,000	80	3.00	2,03,784	20,37,840	0.24
30,001 - 40,000	27	1.01	95,797	9,57,970	0.11
40,001 - 50,000	25	0.94	115,453	11,54,530	0.13
50,001 - 1,00,000	56	2.10	4,18,272	41,82,720	0.49
1,00,001 & Above	56	2.10	84,083,500	84,08,35,000	97.98
Total	**2,670**	**100.00**	**85,81,41,91**	**85,81,41,910**	**100**

(xii) Shareholding Pattern as on 31st March, 2014

Category	Number of Shares Held	Percentage of Shareholding (%)
Promoters	6,43,00,541	74.93
Body Corporate (other than promoter)	1,64,36,505	19.15
Others*	50,77,145	5.92
Total	**8,58,14,191**	**100**

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

Shareholding Pattern as on 31st March, 2014 depicted by way of pie chart as follows:



(xiii) Dematerialization of Shares and Liquidity

About 98.49% of the Equity Shares of the Company are in dematerialized form as on 31st March 2014. The Company's Shares are compulsorily traded in dematerialization form. The Equity Shares of the Company are actively traded on Bombay Stock Exchange, Delhi Stock Exchange & Jaipur Stock Exchange.

Relevant data for the average monthly turnover for the period starting from 1st April, 2013 till 31st March, 2014 are as follows:

Period	BSE Limited	
	Volume (Qty.)	Value (₹)
End of April, 2013	12,618	1,81,857
End of May, 2013	216	3,070
End of June, 2013	999	15,422
End of July, 2013	8,237	1,20,439
End of August, 2013	1,627	25,354
End of September, 2013	999	16,334
End of October, 2013	2,422	38,857
End of November, 2013	8,263	1,39,339
End of December, 2013	11,091	1,79,324
End of January , 2014	10,473	1,69,203
End of February, 2014	10,592	1,74,228
End of March, 2014	28,068	4,18,490
Total	**95,605**	**14,81,917**

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

(xvi) Plant Locations : Not Applicable

(xvi) Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been posted on the web-site of the Company i.e. www.optiemus.com. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2014.

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

(xvii) Address for Correspondence

The Shareholders may address their communications/ suggestions/ grievances/ queries to the Registrar & Transfer Agent of the Company and query relating to the Annual report to the Company at their respective addresses mentioned in Table 5:

Table 5

Company Address	Registrar & transfer Agent Address
Company Secretary Optiemus Infracom Limited K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110 024	Beetal Financial and Computer Services (P) Limited Beetal House, 3rd Floor, 99, Madangir, New Delhi -110 062
Telephone: 011-41520023 Fax: 011-23354134	Telephone: 011-29961281/83 Fax: 011-2996 1284
Email: cs.vikas@optiemus.com	E-mail: beetal@beetalfinancial.com

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

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Ashok Gupta

Chairman & Managing Director

Place : New Delhi

Date : August 14, 2014

OPTIEMUS INFRACOM LIMITED

ANNEXURE A
EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Optiemus Infracom Limited

We, the undersigned, in our respective capacities as Managing 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, 2014 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.

	Sd/-	Sd/-
Date : August 14, 2014	**(Ashok Gupta)**	**(Parveen Sharma)**
Place : New Delhi	**Managing Director**	**Chief Financial Officer**

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

To the Members

Optiemus Infracom Limited

We have examined the compliance of conditions of Corporate Governance by **Optiemus Infracom Limited** for the year ended 31st March 2014.

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**
Chartered Accountants
Firm Registration No: 000978N

Sd/-
Vishal Gupta
Partner
Membership No-524194

Place : New Delhi
Dated : August 14, 2014

OPTIEMUS INFRACOM LIMITED

ANNEXURE C

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

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

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2014.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Ashok Gupta

Chairman & Managing Director

Place : New Delhi

Date : August 14, 2014

INDEPENDENT AUDITOR'S REPORT

To
The Members
Optiemus Infracom Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **Optiemus Infracom Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the companies act 1956 (the act) read with the General Circular 15/2013 Dated 13 Sep 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances and not for the purpose of expressing an opinion on the effectiveness of the entities' internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view

in conformity with the accounting principles generally accepted in India:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

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

c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
   a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards as notified under the Companies Act 1956 read with the General Circular 15/2013 Dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013.
   e. On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

Sd/-
Vishal Gupta
Partner
Membership No-524194

Place : New Delhi
Dated : 30.05.2014

ANNEXURE TO AUDITOR'S REPORT

Referred to in Paragraph 1 of our report of even date on this statement of Account of Optiemus Infracom Limited as at and for the year ended 31st March 2014:

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:-

i) In respect of Fixed Assets :

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

(b) The Company has conducted physical verification at a reasonable interval of its fixed assets during the period covered under our audit. We are informed that no material discrepancies were noticed on such verification.

(c) The Company has not disposed off any substantial part of it's fixed assets so as to affect its going concern status.

ii) In respect of Inventories :

(a) As explained to us, inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable in relation to the size of the company.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of it's business.

(c) On the basis of our examination of the records of the company, we are of the opinion that company has maintained proper records of it's inventory. Discrepancies noticed on physical verification between physical stock records were not material and have been adequately dealt within the books of accounts.

iii) (a) According to the information and explanation given to us, the Company hasmade/ taken loans to the parties covered under register maintained section 301 of company Act, 1956.

(b) The rates of interest and other terms and condition of loans given by the company are not prima facie prejudicial to the interest of the company and receipt of principal amount and interest are also regular.

iv) Purchase of inventory and the major portion of the traded goods including mobile hand sets 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 explanation 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 Audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of Audit, we have not observed any continuing failure to correct major weakness in internal system of the company.

v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956.

(a) In our opinion and according to the information and explanation given to us, the particulars of transaction made in pursuance of contracts or arrangements referred to in section 301 of the companies Act, 1956 has been entered in the register required to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts have been made at the prices which are reasonable having regards to the prevalent market prices at the relevant time.

vi) The Company has not accepted any deposit from the public pursuant to sections 58A, 58AA or any other relevant provisions of the Companies Act 1956 and rules framed there under apply.

vii) In our opinion, the company has internal audit system commensurate with the size and nature of its business.

viii) As per information and explanation given to us, Central Government has not prescribed the maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 in respect of the good manufactured by the company.

ix) In respect of statutory dues:

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities during the year though there has been slightly delay in few cases. According to the information and explanations given to us, in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than six months from the date of becoming payable.

(b) According to the records of the company, the dues outstanding of income tax, sales tax, wealth tax, service tax, custom duty, provident fund and cess not deposited on account of dispute are as per note no.31.

x) The Company does not have accumulated loss of not less than 50% of its net worth at the end of the financial year and it has not incurred any cash losses during the financial year under audit and also in the immediately preceding financial year.

xi) According to the information and explanations given to us and based on the documents and records produced to us, the company has not defaulted in repayment of dues to their Bankers or Financial Institutions and debenture holders.

xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii) The company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, clause 4(xiii) of the companies (Auditor's report) order 2003 is not applicable to the company.

xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments.

xv) As per the information and explanation given to us, the company has not given any guarantee for loan taken by others from banks or financial institution during the year.

xvi) As per the information and explanation given to us, the terms loans has been applied for the purpose for which they were raised.

xvii) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company as at March 31, 2014, we report that no funds raised on short term basis were utilized for long term investment.

xviii) During the year, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.

xix) On the basis of the records and documents examined by us, the Company has not issued any debentures during the year, Accordingly, clause 4(xix) of the companies (Auditor's report) order 2003 is not applicable to the company.

xx) Company has not raised any money by way of public issue during the year.

xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us,we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor we have been informed of such case by the management.

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

Sd/-
Vishal Gupta
Partner
Membership No-524194

Place : New Delhi
Dated : May 30, 2014

OPTIEMUS INFRACOM LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

	Note No.	As at 31st March 2014	As at 31st March 2013
I. EQUITY AND LIABILITIES			
1) Share Holders Fund			
Share capital	2	**8,581**	8,581
Reserves and surplus	3	**13,531**	8,520
2) Share Application Money pending allotment		**—**	—
3) Non-Current Liabilities			
Long-term borrowings	4(a)	**18,000**	11,938
Deferred tax liabilities (Net)	5	**322**	202
Other Long term liabilities	6(a)	**109**	91
Long-term provisions	7(a)	**56**	56
4) Current Liabilities			
Short-term borrowings	4(b)	**22,059**	12,582
Trade payables	8	**22,684**	22,872
Other current liabilities	6 (b)	**1,952**	2,219
Short-term provisions	7 (b)	**2,522**	1,595
		89,816	**68,658**
II. ASSETS			
1) Non Current Assets			
(a) Fixed assets			
(i) Tangible Assets	9(a)	**22,754**	13,554
(ii) Intangible Assets	9(b)	**33**	-
(iii) Capital Work-In- Progress		**-**	3,706
(b) Non-current investments	10(a)	**2,007**	395
(c) Long-term loans and advances	11 (a)	**408**	245
(d) Other non-current assets	12 (a)	**565**	584
2) Current Assets			
Current investments	10(b)	**28**	28
Inventories	13	**12,373**	6,907
Trade receivables	14	**24,824**	25,118
Cash and cash equivalents	15	**11,711**	7,047
Short-term loans and advances	11 (b)	**11,832**	8,861
Other current assets	12 (b)	**3,281**	2,213
		89,816	68,658
Notes forming part of the financial statement	**1-32**		

In terms of our report attached

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

Sd/-
Ashok Gupta
Managing Director

Sd/-
Hardip Singh
Executive Director

Sd/-
Parveen Sharma
Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2014

(₹ in Lacs)

	Note No.	As at 31st March 2014	As at 31st March 2013
I. Revenue from Operations	16	**410,444**	283,157
II. Other Income	17	**655**	342
III. TOTAL REVENUE (I+II)		**411,099**	**283,499**
IV. EXPENDITURE			
Direct Expenses	18	**12,938**	8,900
Purchases of Stock-in-Trade	19	**385,131**	265,015
Changes in inventories of finished goods Stock-in-Trade	20	**(5,467)**	(2,665)
Employee benefits expense	21	**1,962**	1,667
Finance costs	22	**3,886**	2,835
Depreciation and amortization expense	23	**1,249**	637
Other expenses	24	**3,730**	2,330
TOTAL EXPENSES		**403,428**	**278,719**
V. Profit before exceptional and extraordinary items and tax (III-IV)		**7,670**	4,780
VI. Exceptional items (Past years Gratuity Liability)		**-**	58
VII. Profit before Extraordinary Item and Tax (V-VI)		**7,670**	4,722
VIII. Extraordinary Items		**—**	—
IX. Profit before tax (VII-VIII)		**7,670**	4,722
X. Tax Expenses:			
(1) Current Tax		**2,519**	1,584
(2) Deferred Tax		**120**	30
(3) Taxation Adjustment of Previous year (Net)		**20**	47
XI. Profit (Loss) for the period from continuing operations		**5,011**	**3,061**
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)		**5,011**	3,061
XVI. Earning Per Equity Shares:			
(1) Basic		**5.84**	**3.57**
(2) Diluted		**5.84**	**3.57**
Notes forming part of the financial statements	**1-32**		

In terms of our report attached

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

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Executive Director

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Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

OPTIEMUS INFRACOM LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2014

(₹ in Lacs)

		As at 31st March 2014	As at 31st March 2013
A.	**Cash flow from operating activities**		
	Profit/(Loss) before tax	**7,670**	4,725
	Adjusted for:		
	Depreciation	**1,249**	631
	Preliminary expenses	**-**	5
	Finance Charges	**3,886**	2,835
	Loss/ (Profit) on Sale/Discarding of Fixed assets	**(0)**	3
	Provision for doubtful debts	**-**	5
	Loss on decline in current investment (net)	**-**	1
	Provision for Permanent Decline in Investment	**-**	56
	Gratuity	**42**	38
	Dividend Income	**(1)**	(1)
	Interest Income	**(366)**	(192)
	Operating profit before working capital Charges	**12,480**	**8,105**
	Movements in Working Capital		
	Decrease/(Increase) in Inventory	**(5,467)**	(2,666)
	Decrease/(Increase) in Sundry Debtors	**294**	(715)
	Decrease/(Increase) in Loans & Advances and Other Current Assets	**(1,680)**	(3,755)
	Increase/(Decrease) in Trade and other Payables, Current liabilities and provisions	**(2,048)**	8,044
	Cash Generated from Operation	**3,579**	**9,012**
	Foreign Exchange Fluctuation	**-**	32
	Add: Net Prior Year Adjustment	**-**	58
	Less: Direct Tax Paid	**(2,379)**	(2,036)
	Net cash used in Operating Activities (A)	**1,200**	**7,066**
B.	**Cash Flow from Investing Activities**		
	Acquisition of Fixed Assets including Advance against Capital Expenditure	**(6,776)**	(103)
	Investment in capital W.I.P.	**-**	(3,686)
	Investment Purchased	**(1,612)**	(302)
	Sale of Fixed Assets	**1**	8
	Dividend Received	**1**	1
	Interest Received	**366**	192
	Investment in Plan Assets	**(24)**	(26)
	Decrease/(Increase) in Long term Loans & Non current Assets	**(144)**	(250)
	Sale of Investment	**-**	50
	Net cash Used in Investing Activities (B)	**(8,188)**	**(4,115)**
C.	**Cash Flow from financing Activities**		
	Proceeds/(Repayment) from long term borrowings	**6,061**	954
	Proceeds/(Repayment) to short term borrowing	**9,477**	(353)
	Finance Charges	**(3,886)**	(2,835)
	Increase/(Decrease) in Non current liabilities	**-**	864
	Net Cash Flow Financing activities (C)	**11,652**	**(1,369)**
	Net change in cash and cash equivalents (A+B+C)	**4,665**	1,584
	Cash and cash equivalents at the beginning of the year	**7,047**	5,463
	Cash and cash equivalents at the end of the year	**11,711**	7,046

Note

1. Cash flow statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules 2006.
2. These earmarked account balances with banks can be utilised only for the specific identified purposes

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

Sd/-
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Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE:1 SIGNIFICANT ACCOUNTING POLICIES

1. Nature of Operations

The Company is primarily engaged in the trading of mobile handset and mobile accessories and 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.

Depreciation on additions to Fixed Assets if provided from the date of acquisition of the Asset.

Depreciation on Assets sold/scrapped during the period is provided for up to date of sale/scrap as the case may be.

8. Revenue Recognition

Sale of Goods

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

Income from services

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

Other Income

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

9. Tangible Fixed Assets

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

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

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

10. Intangible Assets

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

11. Foreign currency transactions

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

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

Initial recognition

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

Measurement of foreign currency monetary items at the Balance Sheet date

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

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

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

Treatment of Exchange differences

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

Accounting of forward contracts

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

12. Investments

Investments are classified into current investments and long term investments.

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

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

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

13. Retirement and other Employee benefits

Provident Fund and Superannuation

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

Gratuity

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

14. Borrowing Costs

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

15. Segment reporting

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

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

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

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

16. Earning per share

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

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

17. Taxes on Income

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

Deferred tax is recognised on timing differences, being the difference, between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there 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.

18. Provisions and Contingencies

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

19. Provision for warranty

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

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

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

20. Insurance claims

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

21. Service tax input credit

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

22. Previous Period Comparatives

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

ii) Notes 1 to 32 form an integral part of the Balance Sheet as on 31st March 2014 and the profit and Loss account for th**e year ended 31st March 2014.**

(₹ in Lacs)

NOTE:2 SHARE CAPITAL

Particulars	As at 31 March, 2014	As at 31 March, 2013
Authorised Share capital		
85980000 Equity Share of ₹10/- each	**8,598**	8,598
Issued, subscribed & fully paid share capital		
85814191 Equity Share of ₹ 10/-each fully paid up	**8,581**	8,581
Total	**8,581**	8,581

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

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

List of shareholders holding Equity Shares 5% or more	As at 31st March 2013 & 31st March 2014	
Name of Shareholders	**No of Share**	**Percentage**
GRA Enterprises Pvt Ltd	**38,738,500**	**45.14**
Mr. Ahok Gupta	**5,754,894**	**6.71**
Mr. Renu Gupta	**6,981,111**	**8.14**
Mr. Deepesh Gupta	**5,365,029**	**6.25**
Mr. Neetesh Gupta	**5,214,607**	**6.08**

NOTE:3 RESERVE AND SURPLUS

Particulars	As at 31 March, 2014	As at 31 March, 2013
General Reserve	**261**	261
Sub-Total	**261**	261
Surplus		
Opening Profit and Loss A/c	**8,259**	5,198
Add : Surplus during the year	**5,011**	3,061
Sub-Total	**13,270**	8,259
Total	**13,531**	8,520

NOTE:-4 BORROWINGS

(₹ in Lacs)

(a) Long-term Borrowings

Particulars	As at 31 March, 2014	As at 31 March, 2013
Secured		
Term Loans from Banks	**17,340**	7,274
Vehicle Loan	**14**	60
Unsecured		
From Directors	**-**	-
From Others	**645**	4,604
Total	**18,000**	11,938

(b) Short-term Borrowings

Particulars	As at 31 March, 2014	As at 31 March, 2013
Secured		
Working Capital Loans From Bank	**12,054**	5,748
Bill Discounting	**7,511**	6,000
Loan Instalments Falling during 2014-15		
Term Loans from Banks	**2,470**	834
Vehicle Loan	**25**	-
Total	**22,059**	12,582

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 (Presnt and Future)

Term loan is secured by the the Equitable Mortgage of Land and Building situated at Noida, Vehicle loans are secured by hypothecation of vehicles.

NOTE:-5 DEFFERED TAX LIABILITIES / (ASSETS) (NET)

Particulars	As at 31 March, 2013	As at 31 March, 2012
Deferred Tax Liabilities :		
Depreciation	**346**	219
	346	219
Deferred Tax Assets:		
Provision for Expenses u/s 43 B	**24**	17
	24	17
Deferred Tax Liability (Net)	**322**	202

NOTE:-6 OTHER LIABILITIES

(₹ in Lacs)

(a) Other Non-Current Liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
Defer payment facilities		
Present Value of Defined Benefit Obligations	**161**	119
Less : Plan Assets	**(52)**	(28)
Total	**109**	91

(b) Other Current Liabilities

Particulars	As at 31 March, 2013	As at 31 March, 2012
Duties And Taxes	**112**	65
Retention Money	**115**	57
Other payables	**953**	367
Security Deposit Received (Against Noida Properety)	**772**	809
Advance from Vendors/Customers	**-**	35
Advance Rent	**-**	887
Interdivision transfer		
Total	**1,952**	2,219

NOTE:-7 PROVISIONS

(a) Long-term Provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
Provision for Gratuity	**-**	-
Provision for Dimunition in value of Investments	56	56
Total	**56**	56

(b) Short-term Provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
Provision For Income Tax	**2,519**	1,593
Provision for wealth Tax	**3**	2
Total	**2,522**	1,595

NOTE:-8 TRADE PAYABLES

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Trade Payables	**22,684**	22,872
(b) Advance from Debtors		
Total	**22,684**	22,872

Note: Trade Payable are subject to confirmation and reconcilation

NOTE:-9 FIXED ASSETS

(a) TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep. (%)	As on 01.04.2013	Additions	Deduction	As on 31.03.2014	As on 01.04.2013	Depreciation for the year	Deduction	As on 31.03.2014	As on 31.03.2014	As on 1.04.2013
LAND	0.00%	8,301	-	-	8,301	-	-	-	-	8,301	8,301
BUILDING & INFRASTRUCTURE	5.00%	4,478	1,312	-	5,790	251	222	-	473	5,317	4,227
FURNITURE & FITTINGS	18.10%	52	4,792	-	4,844	36	380	-	417	4,427	16
ELECTRICAL FITTINGS	18.10%	-	2,194	-	2,194	-	189	-	189	2,005	-
PLANT & MACHINERY	13.91%	649	1,964	0	2,612	375	173	0	548	2,064	274
OFFICE EQUIPEMENT	13.91%	150	69	1	218	85	15	0	100	118	65
COMPUTERS	40.00%	4,264	51	-	4,315	3,832	183	-	4,015	300	432
MOTOR VEHICLES	25.89%	685	53	3	735	446	72	3	514	220	239
Total		18,578	10,435	5	29,009	5,024	1,235	4	6,255	22,754	13,554

(b) INTANGIBLE ASSETS

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep. (%)	As on 01.04.2013	Additions	Deduction	As on 31.03.2014	As on 01.04.2013	Depreciation for the year	Deduction	As on 31.03.2014	As on 31.03.2014	As on 1.04.2013
PATENT COPYRIGHT	0.00%	-	-	-	-	-	-	-	-	-	-
FCA ACCOUNTING SOFTWARE	55.00%	-	46	-	46	-	14	-	14	33	-
Total		-	46	-	46	-	14	-	14	33	-

Grand Total		18,578	10,482	5	29,055	5,024	1,249	4	6,269	22,786	13,554

Note:-

1. Depreciation has been provided on software at 55%, considering life of 5 years with Nil scrap value, therefore depreciation charged at 55% and in fifth year whole amount will be writt off.
2. During the year, Capital WIP amounting to ₹ 37,05,88,953 has been capitalised in its respective head in Fixed Asset.

Note:10 INVESTMENT

(₹ in Lacs)

(a) Non-current investments

Particulars	As at 31 March, 2014	As at 31 March, 2013
Investments in Equity instruments (at Cost)		
QUOTED EQUITY SHARES		
ANANT RAJ LTD	**10**	10
(3001 Equity Shares of ₹ 2 each fully paid up)		
ARVIND REMEDIES LTD	**17**	17
(30000 Equity Shares of ₹ 10 each fully paid up)		
GATEWAY DISTRIPARKS LTD	**12**	12
(10000 Equity Shares of ₹ 10 each fully paid up)		
GTL INFRASTRUCTURE LTD	**1**	1
(2000 Equity Shares of ₹ 10 each fully paid up)		
IKF TECHNOLOGIES LTD	**34**	34
(220000 Equity Shares of ₹ 1 each fully paid up)		
JSW ISPAT STEELS LTD	**1**	1
(2200 Equity Shares of ₹ 10 each fully paid up)		
CYBELE INDUSTRIES LTD	**11**	11
(25000 Equity Shares of ₹ 10 each fully paid up)		
UNQUOTED EQUITY SHARES (at cost)		
Kishore Export India pvt ltd	**474**	-
(472520 Equity Shares of ₹ 10 each fully paid up)		
Travancore Marketing Pvt Ltd	**0**	0
(11000 Eq Sh of ₹ 10/- each fully paid up)		
Investments in 100% Foreign Subsidiary Co.		
Optiemus Infracom (Singapore) Pte Ltd	**0**	0
(1 Equity shares of 1 Singapore Dollar)		
Optiemus Infracom (Singapore) Pte Ltd		
(i) 5000 Ordinary shares @1 SGD	2	
(ii) 566000 Ordinary shares @1 USD	**307**	
Optiemus Infracom International FZE		
(i) 1 Ordinary shares @10,00,000 AED	**165**	
Investments in 100% Subsidiary Co.		
One World Teleservices Pvt Ltd	**1**	-
(10000 Equity Shares of ₹ 10 each fully paid up)		
Share Application Money		
Optiemus Infracom (Singapore) Pte Ltd	**848**	309
One World TeleServices P Ltd	**124**	-
Total	**2,007**	395
(b)-Current Investments (At market value)		
Investments in Mutual funds		
SBI Infrastructure Fund	**2**	1
(20000 Units F.V. of ₹ 10/-each)		
SBI Mutual Fund	**4**	4
(500000 Units F.V. of ₹ 10/-each)		
SBI One India Fund	**23**	23
(200000 Units F.V. of ₹ 10/-each)		
Total	**28**	28

1. During the FY 2012-13, Provision for dimunition in value of Quoted Investments has been made for ₹ 56.43 Lakhs. Agreegate amount of Quoted Investment was ₹ 85.73 lacs and market value of such investment was ₹29.30 lacs

2. Agreegate amount of Unquoted Investment in Travancore Marketing Pvt Ltd is ₹ 7700 and market value of such investment is not available

3. Agreegate amount of Unquoted Investment in Kishore Export Pvt Ltd is ₹ 47370130 and market value of such investment is not available

Note:11 LOANS AND ADVANCES

(₹ in Lacs)

(a) Long Term Loans and Advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
Unsecured considered good		
Loans & Advances	**408**	245
Total	**408**	245

Note: Loans & Advances are subject to confirmation and reconcilation

(b) Short Term Loans and Advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
Other Loans and Advances	**9,489**	8,836
Imprest to Staff	**2**	-
Advance to Staff	19	26
Mobile and Laptop with Employees	8	-
Claims Receivable	2,314	-
Total	**11,832**	8,861

Note: Loans & Advances are subject to confirmation and reconcilation

Note:12 OTHER ASSETS

(a) Other non-current assets

Particulars	As at 31 March, 2014	As at 31 March, 2013
Preliminary Expenses		
Security Deposit	**565**	584
Inter Division Transfer		
Total	**565**	584

(b) Other Current assets

Particulars	As at 31 March, 2014	As at 31 March, 2013
Interest accrued but not received	**-**	209
Other Advances Receivable	**3,281**	2,005
Inter-Division	**-**	-
Total	**3,281**	2,213

Note:13 INVENTORIES

(₹ in Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Finished goods	**12,373**	6,907
(Valued at Cost or NRV whichever is lower)		
Total	**12,373**	6,907

Note:14 TRADE RECEIVABLES

Particulars	As at 31 March, 2014	As at 31 March, 2013
Trade Receivables Less than Six Months	**24,725**	24,976
Trade Receivables More than Six Months		
Other trade Receivables(Advance To Creditors)	**99**	147
Less: Provision for Doubtful Debts	**-**	(5)
Total	**24,824**	25,118

Note- Trade Receivables are subject to confirmation and reconciliation

Note:15 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2014	As at 31 March, 2013
Balances with banks	**7,565**	5,872
Cash on hand	**24**	52
In Fixed Deposit Accounts *	**4,122**	1,123
Total	**11,711**	7,047

Under Lien of Banks

Note:16 REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Revenue from - Sale From Trading Activities	**408,001**	282,139
Other Income -Direct	**-**	459
Sale From Construction Activity	**-**	36
Other operating revenues	**729**	523
Rental Income Received (Net of Demarage paid)	**1,714**	-
Total	**410,444**	283,157

Note:17 OTHER INCOME

(₹ in Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
SAD Refund Received	**24**	-
Excess Amount Received From Customer	**2**	148
Interest on VAT Refund	**1**	-
Dividend Income	**1**	1
Profit on sale of fixed assets	**0.4**	-
Interest on Gratuity Fund	**4**	-
Interest on Fixed Deposit	**256**	-
Interest on Loans & Advances	**366**	192
Total	**655**	342

Note:18 DIRECT EXPENSES

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Scheme and Claim Expenses	**12,367**	8,405
Clearing and Forwarding Expenses	**41**	-
Custom Duty	**317**	252
Freight And Cartage Inward	**51**	45
Labour Charges	**-**	50
Octroi Charges	**2**	13
Packing Expenses	**161**	134
Total	**12,938**	8,900

Note:19 PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Purchase Central	**7**	3
Purchase Imported	**2,226**	1,799
Purchase Local	**383,795**	263,164
Purchase Exempted	**11**	49
Less:- Purchase Return	**(909)**	-
Total	**385,131**	265,015

Note:20 CHANGE IN INVENTORIES OF FINISHED GOODS

(₹ in Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Opening Stock	**6,907**	4,241
Less: Closing Stock	**12,373**	6,907
Total	**(5,467)**	(2,665)

Note:21 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Salaries and Allowances	**1,494**	1,390
Director Remuneration & Sitting Fees	**224**	70
Contribution to provident and other funds	**57**	70
Staff welfare expenses	**45**	45
Gratuity	**45**	40
Entertainment Expenses	**14**	-
Recruitment expenses	**6**	4
Uniform & Kit Expenses	**5**	-
Training & Seminar Expenses	**70**	49
Total	**1,962**	1,667

Note:22 FINANCE COSTS

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest on Property Loan	**1,308**	860
Interest on Vehicle Loans	**5**	9
Other borrowing costs	**2,572**	1,966
Total	**3,886**	2,835

Note:23 DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Depreciation as per companies Act	**1,249**	632
Amortization expenses (Preliminary Expenses)	**-**	5
Total	**1,249**	637

Note:24 OTHER EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Advertisement and Publicity	**17**	23
Annual Listing Fees	**2**	3
Audit Fees	**4**	4
Books & Periodicals	**1**	-
Business Promotion Expenses	**81**	205
Communication Expenses	**59**	54
Computer Repairs & Maintenace	**13**	11
Consumables Stores	**0**	-
Conveyance Local	**86**	62
CWC Warehouse Rent	**4**	4
Donations	**4**	9
Exchange Rate Fluctuation	**10**	32
Electrical Power & Water Expenses	**155**	30
Festival Expenses	**36**	30
Filling Fees	**0**	-
Freight And Cartage Outward	**223**	219
Goods Lost in transit	**0**	-
Incentive and Commision	**88**	78
ISD Expenses	**1,321**	299
Insurance Premiums	**103**	71
Legal & Professional Expenses	**342**	443
Provision for diminuation in value of Investment(net)	**-**	56
Loss on sale of Assets(Net)	**-**	3
Office Expenses	**24**	38
Postage & Courrier Expenses	**10**	11
Printing & Stationery	**25**	25
Provision for Doubtful Debt	**-**	5
Rates & Taxes	**81**	16
Relocation Expenses	**-**	4
Rent Charges	**353**	321
Repair & Maintanance	**217**	29
Security Guard Charges	**81**	12
Software & Website Expenses	**3**	3
Statuatory Expenses	**16**	48
Subscription & Membership Fees	**1**	1
Tour & Travelling Expenses	**292**	134
Vehicle Running & Maintenance	**74**	47
Water Expenses	**2**	1
Total	**3,730**	2,330

Note:25 Disclosure under Accounting Standard 16 - Borrowing Cost

(₹ in Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Details of Borrowing Cost capitalised		
Borrowing Costs capitalised during the year		
Fixed Assets - Building		
Interest on Loan	**339**	-
Fixed Assets - Capital WIP		
Interest on Loan	**-**	18
Bank Processing Fee	**-**	72
Total	**339**	90

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.

(₹ in Lacs)

Particulars	Business Segments-2013-14				Business Segments-2012-13			
	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total	Telecommunication - Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total
Revenue	408,730	-	1,714	410,444	283,121	36	-	283,157
Inter-segment Revenue	-	-	-	-	-	-	-	-
Total Revenue	**408,730**	**-**	**1,714**	**410,444**	**283,121**	**36**		**283,157**
Segment Result	10,915	-	(73)	10,842	7,491	(184)	-	7,307
Unallocable Expenses				(1,249)				(58)
Operating Income				9,593				7,249
Other Income				655				342
Total Revenue				**10,248**				**7,591**
Interest Expenses				(2,578)				(2,867)
Profit before tax				**7,670**				**4,724**
Tax Expense				(2,659)				(1,664)
Net Profit for the year				**5,011**				**3,060**

Particulars	Business Segments-2013-14				Business Segments-2012-13			
	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total
Segment Assets	52,554	2,314	23,016	77,884	62,346	6,312		68,658
Unallocable Assets				11,932				-
Total Assets				**89,816**				67,150
Segment Liabilities	60,724	-	3,971	64,695	(87)	6		(81)
Unallocable Liabilities				3,009				88
Total Liabilities				**67,704**				**8,804,919**
Capital Expenditure								18,589
Depreciation / Amortisation	462		787	1,249				5,034

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, 2014	As at 31 March, 2013
Revenue -Domestic Market	**411,099**	283,499
Total Revenue	**411,099**	283,499
Debtors of Domestic Market	**24,824**	25,091
Debtors of Overseas Market		27
Total Debtors	**24,824**	25,118

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.

Particulars	As at 31 March, 2014	As at 31 March, 2013
Contract Revenue recognised as revenue in the period	**-**	57
Contract Costs recognised as expenses in the period	**-**	(226)
Recognised Profits	**-**	(169)
Income Billed but not Due	**-**	-
Progress Billing in the period	**-**	-
Amounts due from Customers (Amounts Claims receivable)	**2,314**	2,314

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.

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Note:28 Details of transactions entered into with related parties during the year is as follows:

a) List of Related Party

i)	Holding Company	:	No
ii)	Ultimate Holding Company	:	No
iii)	Subsidiary Company	:	Optiemus Infracom (Singapore) Pte. Ltd.
		:	Oneworld Teleservices Private Limited
		:	Optiemus Infracom International FZE
iii)	Fellow Subsidiary Company	:	Optiemus Metals & Mining Pte. Ltd.
iv)	Associate Companies	:	Kishore Exports India Private Limited
v)	Key Management Personnel	:	Mr. Ashok Gupta (Director)
vi)	Directors' Relative	:	Renu Gupta (wife of Mr. Ashok Gupta)
		:	Deepesh Gupta (son of Mr. Ashok Gupta)
		:	Neetesh Gupta (son of Mr. Ashok Gupta)
vii)	Entities in which KMP/ Relatives of KMP can exercise significant influence	:	United Online India Private Limited
		:	Mobiphone Network India Private Limited
		:	Param Exports And Construction Private Limited
		:	Easycom Network Private Limited
		:	South West Infra Designs Private Limited
		:	My Mobile Infomedia Private Limited
		:	Teleecare Network (India) Private Limited

b) In Conformity with Accounting Standard 18 issued by ICAI, the transactions with related parties during the financial year and outstanding Balances as on 31.03.2014 are given under:

(₹ in Lacs)

Particulars	Parties	2013-14
Sale of goods	Teleecare Network India Private Limited	397
	Mobiphone India Private Limited	5
Director Remuneration	Mr. Ashok Gupta	225
	Mr. Hardip Singh	48
Outstanding as on 31st March 2014		**As on 31st March 2014**
Receivable		
Share Application Money Given	Optiemus Infracom (Singapore) Pte Ltd	848
	Oneworld Teleservices Private Limited	124

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

(₹ In Lacs Except EPS and Share Data)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Earning Per Share		
Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	**5,011**	3,062
Net Profit before exceptional items	**5,011**	3,062
Weighted Average number of Equity Shares used as denominator for calculating EPS	**858**	858
Earning Per Share	**5.84**	3.57
Earning Per Share (before exceptional items)	**5.84**	3.57
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

Particulars	As at 31 March, 2014	As at 31 March, 2013
Net Profit after tax as per Profit & Loss to Equity Shareholders	**5,011**	3,062
Weighted Average number of Equity Shares used as denominator for calculating EPS	**858**	858
Earning Per Share	**5.84**	3.57
Face Value per Share	**10**	10

Note:30 Disclosure relating to AS-15 (Revised) - Employees Benefits:-

(a) Provident Fund - 12% of Basic (including dearness pay) plus Dearness Allowance, contributed to Recognised Provident Fund

(b) Gratuity- Payable on separation @ 15 days pay for each completed year of service to eligible employees who render continuous service for 5 years or more. Maximum limit is ₹10.00 lakh .

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

Gratuity (₹ In lacs)

S.No	Particulars	2013-14	2012-13
	Fair value of Defined Obligation		
i.	Opening Present value of projected benefit obligation	119	24
ii.	Current service cost	42	26
iii.	Interest cost	-	-
iv.	Acturial gain(-) / losses(+)	-	12
v.	Past service cost	-	57
vi.	Benefits paid	-	-
vii.	Closing Present value of projected benefit obligation(I+ii+iii+iv-v+vi)	161	119

(₹ in Lacs)

	Reconciliation of fair value of Assets and obligations	2013-14	2012-13
i.	Opening Fair value of plan assets	28	-
ii.	Acquisition adjustment	-	-
iii.	Expected return on plan assets	4	2
iv	Actual Company*s contribution	24	26
v.	Acturial gain(-) / losses(+)		0
vi.	Benefits paid	(3)	-
vii.	Closing Fair value of plan assets	52	28
viii.	Present value of defined obligation	161	119
ix.	Net liability recognised in the Balance Sheet (Schedule-6(a))	109	91

	Expenses recognised in the Statement of Profit & Loss Account for the year ended 31.03.2013	2013-14	2012-13
i.	Current service cost	42	26
ii.	Interest cost	-	-
iii.	Acturial gain(-) / losses(+)	-	12
iv.	Past service cost	-	57
v.	Expected return on plan assets	(4)	(2)
vi.	Benefit Paid	3	-
a)	**Employees remuneration & benefit charged to profit & loss A/c-**		
	a) Gratuity	42	93
	b) Others	1,737	1,557

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

	As on 31.03.2014
Life Insurance Corporation of India	51.83

Acturial assumption

i.	Discount rate	8.00% per annum
ii.	Mortality rate	LIC 94-96 Ultimate
iii.	Withdrawal rate(18-30 years)	0.00% p.a.
	Withdrawal rate(31-44 years)	1.00% p.a.
	Withdrawal rate(44-58 years)	3.00% p.a.
iv.	Expected rate of return	8.96% p.a.
v.	Future salary increase	6.00% p.a.
vi	Retirement age	60 years

Note:31 Disclosure under Accounting Standard 29 - Contingent Liability

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Contingent Liabilities not provided for :		
Claim against the company not acknowledged as debt		
a) Income Tax matters	**23**	23
(Demand of ₹ 3231861 raised by Income Tax department for the AY 2010-11 against which ₹ 890970 has been recognised and for ₹ 2334071 rectification u/s 154 has been filed with Department)		
b) Sales Tax Demand of Pending Cases	**300**	300
c) Demand raised by Employee Provident Fund Authority	**1**	-
d) TDS Demand Raised (Demand during 2014-15)	**50**	-
	374	324

Details of Pending Cases are:

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales tax	Sales Tax on cash card & recharge coupons	₹ 41435/-	1999-2000	Deputy Commissioner Appeal-IV Sales tax, Delhi
	Interest U/s 27(2)	₹ 28544/-		
Sales Tax	Sales Tax on cash card & recharge coupons	₹ 132665/-	2000-2001	Deputy Commissioner (Appeal) Sales tax, Delhi
	Interest U/s 27(2)	₹ 35819/-		
Sales Tax	Sales Tax on cash card & recharge coupons	₹ 223568/-	2001-2002	Deputy Commissioner (Appeal) Sales tax, Delhi
	Penalty U/s 56	₹ 1000/-		
Sales Tax	Sale Tax on Wrongly Input Credit taken	₹ 2039/-	2007-2008	Asst. Commissioner of sale Tax Orissa
	Interest/Penalty	₹ 4079/-		

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Entry tax on zero value Goods Interest/Penalty	₹ 62513/- ₹125025/-	2008-2009	Asst. Commissioner of sales tax Orissa
sales Tax	Sale tax Interest Penalty	₹ 3334677/- ₹ 826350/- ₹3334677/-	2008-2009	Asst. Commissioner of Trade & Taxes, Delhi, (objection by hearing Authority)
Sales Tax	Sales Tax	₹ 1631864/-	2006-2007	ETO-cum-Assessing Authority, Haryana
Sales Tax	Sale tax payable Interest u/s 14(6)	₹ 872095/- ₹ 703432/-	2010-2011	Assessing Authority, Gurgaon Haryana
Sales Tax	Purchase Tax Payable	₹ 37544/-	2008-2009	Sr. Joint Commissioner, Central Audit Unit, CT, WB
Income Tax	Demand of Tax	₹ 2334071 /-	2010-11	DCIT-Circle 13(1), New Delhi
Employee Provident Fund	Demand against Damage and Interest	₹ 94614 /-	Jan 2003 to Dec 2013	Asst. PF Commissioner, New Delhi

Note:32 Additional Information to the Financial Statements

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	**1,029**	27
Value of Imports (incl. High seas Purchase)	**2,226**	415
Advance for Import		
Advance for Import at year end rate	**94**	631
Investment in Wholly Owned Subsidiary	**1,138**	302
Expenditure in Foreign Currency		
Professional Charges	**29**	-
Business Promotion	**0**	13
Travelling and Coveyance	**2**	18
Profit and (Loss) Foreign Exchange Fluction		
Loss In foreign Exchange Fluctuation	**10**	32
Director's Remuneration		
Director's Remuneration paid during the year	**224**	67
Auditor Remuneration		
Audit Fee	**4**	4

OPTIEMUS INFRACOM LIMITED

INDEPENDENT AUDITOR'S REPORT

To

The Members

OPTIEMUS INFRACOM LIMITED

NEW DELHI

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Optiemus Infracom Limited** ("the Company"), it's three subsidiaries and one associate which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

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

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

We did not audit the financial statements of three subsidiaries included in the consolidated financial statements, whose annual financial statements reflect total assets of ₹1545 lacs as at 31st March 2014;

as well as the total revenue of ₹148 lacs for the year ended on 31st March 2014. Similarly, We did not audit the financial statements of one associates, the profit of which is included in the consolidated annual financial statements, whose annual financial statements reflect total assets of ₹ 182 lacs as at 31st March 2014; as well as the total revenue of NIL for the year ended on 31st March 2014. The Subsidiaries financial statements and associates financial statements has not been audited till the date of our report and hence the unaudited figures has been consolidated.

We report that the consolidated Financial Statement have been prepared by the Company's Management in accordance with the requirement of the Accounting Standard (AS) 21, "Consolidated Financial Statement" and (AS) 23 "Accounting for investments in Associates in consolidated financial statements" issued by the Institute of Charted Accountants of India.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

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

c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **RMA & ASSOCIATES**

Chartered Accountants

Firm Registration No: 000978N

Sd/-

Vishal Gupta

Partner

Membership No-524194

Place : New Delhi

Dated : May 30, 2014

OPTIEMUS INFRACOM LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2014

(₹ in Lacs)

	Note No.	As at 31 March 2014	As at 31 March 2013
I. EQUITY AND LIABILITIES			
1) Share Holders Fund			
Share capital	2	**8,581**	8,581
Reserves and surplus	3	**13,400**	8,509
Money received against share warrants		**-**	-
2) Share Application Money pending allotment		**-**	-
3) Non-Current Liabilities			
Long-term borrowings	4(a)	**18,000**	11,938
Deferred tax liabilities (Net)	5	**322**	202
Other Long term liabilities	6(a)	**109**	92
Long-term provisions	7(a)	**56**	56
4) Current Liabilities			
Short-term borrowings	4 (b)	**22,059**	12,582
Trade payables	8	**22,792**	22,898
Other current liabilities	6 (b)	**2,034**	2,218
Short-term provisions	7 (b)	**2,559**	1,596
		89,913	**68,673**
II. ASSETS			
1) Non Current Assets			
(a) Fixed assets			
(i) Tangible Assets	9(a)	**22,776**	13,554
(ii) Intangible Assets	9(b)	**33**	-
(iii) Capital Work-In- Progress		**-**	3,706
(b) Non-current investments	10(a)	**560**	86
(c) Long-term loans and advances	11 (a)	**483**	322
(d) Other non-current assets	12 (a)	**598**	584
2) Current Assets			
Current investments	10(b)	**28**	28
Inventories	13	**12,386**	6,907
Trade receivables	14	**25,843**	25,144
Cash and cash equivalents	15	**11,932**	7,195
Short-term loans and advances	11 (b)	**11,989**	8,935
Other current assets	12 (b)	**3,286**	**2,213**
Total		**89,913**	**68,673**
Notes forming part of the financial statement	**1-32**		

In terms of our report attached

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

Sd/-
Ashok Gupta
Managing Director

Sd/-
Hardip Singh
Executive Director

Sd/-
Parveen Sharma
Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2014

(₹ in Lacs)

	Note No.	For the year ended 31 March 2014	For the year ended 31 March 2013
I. Revenue from Operations	16	**410,592**	283,241
II. Other Income	17	**655**	342
III. TOTAL REVENUE (I+II)		**411,247**	**283,583**
IV. EXPENDITURE			
Direct Expenses	18	**12,955**	8,901
Purchases of Stock-in-Trade	19	**385,253**	265,065
Changes in inventories of finished goods Stock-in-Trade	20	**(5,480)**	(2,642)
Employee benefits expense	21	**2,087**	1,667
Finance costs	22	**3,888**	2,836
Depreciation and amortization expense	23	**1,251**	636
Other expenses	24	**3,767**	2,345
TOTAL EXPENSES		**403,720**	**278,808**
V. Profit before exceptional and extraordinary items and tax (III-IV)		**7,526**	4,775
VI. Prior Period items		**-**	58
VII. Profit before Extraordinary Item and Tax (V-VI)		**7,526**	4,717
VIII. Extraordinary Items		**-**	-
IX. Profit before tax (VII-VIII)		**7,526**	4,717
X. Tax Expenses:			
(1) Current Tax		**2,519**	1,584
(2) Deferred Tax		**120**	30
(3) Wealth Tax		**-**	
(4) Taxation Adjustment of Previous year (Net)		**20**	47
XI. Profit /(Loss) for the period from continuing operations		**4,867**	**3,056**
XII. Profit/(Loss) from discontinuing operations		**—**	—
XIII. Tax expenses of discontinuing operations		**—**	—
XIV. Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		**—**	—
XV. Add: Share of Profit/(Loss) in Associates for the Year		**3,056**	2,809
XVI. Earning Per Equity Shares:			
(1) Basic		**3.56**	**3.27**
(2) Diluted		**3.56**	**3.27**
Notes forming part of the financial statements	**1-24**		

In terms of our report attached

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

Sd/-
Ashok Gupta
Managing Director

Sd/-
Hardip Singh
Executive Director

Sd/-
Parveen Sharma
Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

OPTIEMUS INFRACOM LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2014

(₹ in Lacs)

		As at 31 March 2014	As at 31 March 2013
A.	**Cash flow from operating activities**		
	Profit/(Loss) before tax	**7,526**	4,720
	Adjusted for:		
	Depreciation	**1,251**	632
	Preliminary expenses	**-**	5
	Finance Charges	**3,888**	2,835
	Loss/ (Profit) on Sale/Discarding of Fixed assets	**0.4**	3
	Provision for doubtful debts	**-**	5
	Loss on decline in current investment (net)	**-**	1
	Provision for Permanent Decline in Investment	**-**	56
	Gratuity	**42**	38
	Dividend Income	**(1)**	(1)
	Interest Income	**(622)**	(192)
	Operating profit before working capital Charges	**12,084**	**8,101**
	Movements in Working Capital		
	Decrease/(Increase) in Inventory	**(5,480)**	(2,644)
	Decrease/(Increase) in Sundry Debtors	**(699)**	(733)
	Decrease/(Increase) in Loans & Advances and Other Current Assets	**(1,745)**	(3,826)
	Increase/(Decrease) in Trade and other Payables, Current liabilities and provisions	**(1,846)**	8,046
	Cash Generated from Operation	**2,315**	**8,944**
	Foreign Exchange Fluctuation	**-**	32
	Add: Net Prior Year Adjustment	**-**	58
	Less: Direct Tax Paid	**(2,379)**	(2,036)
	Net cash used in Operating Activities (A)	**(65)**	**6,998**
B.	**Cash Flow from Investing Activities**		
	Acquisition of Fixed Assets including Advance against Capital Expenditure	**(6,800)**	(103)
	Investment in capital W.I.P.	**-**	(3,686)
	Investment Purchased	**(474)**	-
	Sale of Fixed Assets	**1**	8
	Dividend Received	**1**	1
	Interest Received	**622**	192
	Investment in Plan Assets	**(24)**	(26)
	Decrease/(Increase) in Long term Loans & Non current Assets	**(175)**	(327)
	Sale of Investment	**-**	50
	Net cash Used in Investing Activities (B)	**(6,848)**	**(3,891)**
C.	**Cash Flow from financing Activities**		
	Proceeds from issuance of Share Application Money	**-**	-
	Proceeds/(Repayment) from long term borrowings	**6,061**	954
	Proceeds/(Repayment) to short term borrowing	**9,477**	(352)
	Finance Charges	**(3,888)**	(2,835)
	Increase/(Decrease) in Non current liabilities	**-**	864
	Net Cash Flow Financing activities (C)	**11,650**	**(1,369)**
	Net change in cash and cash equivalents (A+B+C)	**4,737**	1,738
	Cash and cash equivalents at the beginning of the year	**7,195**	5,465
	Cash and cash equivalents at the end of the year	**11,932**	7,195

Note:

1. *Cash flow statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules 2006.*
2. *These earmarked account balances with banks can be utilised only for the specific identified purposes*

In terms of our report attached

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

Sd/-
Vishal Gupta
Partner
M.No: 524194

Place : New Delhi,
Dated : May 30, 2014

For and on behalf of the Board of Directors

Sd/-
Ashok Gupta
Managing Director

Sd/-
Hardip Singh
Executive Director

Sd/-
Parveen Sharma
Chief Financial Officer

Sd/-
Vikas Chandra
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENT

(₹ in Lacs)

NOTE:1 SHARE CAPITAL

Particulars	As at 31 March, 2014	As at 31 March, 2013
Authorised Share capital		
85980000 Equity Shares of ₹10/- each	**8,598**	8,598
(Previous Year 85980000 equity shares of ₹ 10/- each)		
Issued, subscribed & fully paid share capital		
85814191 Equity Shares of ₹ 10/-each fully paid up	**8,581**	8,581
(Previous year 85814191 Equity Shares of ₹ 10/-each fully paid up)		
Total	**8,581**	8,581

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

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

List of shareholders holding Equity Shares 5% or more	As at 31st March 2013 & 31st March 2014	
Name of Share Holders	**No of Share**	**Percentage**
G R A Enterprises Pvt Ltd	**38,738,500**	**45.14**
Mr. Ashok Gupta	**5,754,894**	**6.71**
Ms. Renu Gupta	**6,981,111**	**8.14**
Mr. Deepesh Gupta	**5,365,029**	**6.25**
Mr. Neetesh Gupta	**5,214,607**	**6.08**

NOTE:2 RESERVE AND SURPLUS

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
General Reserve	**261**	261
Sub-Total	**261**	261
Foreign Currency Translation Reserve		
Opening	**-**	-
Addition	**25**	-
Sub-Total	**25**	-
Surplus		
Opening Profit and Loss A/c	**8,247**	5,192
Add : Surplus during the year	**4,867**	3,056
Sub-Total	**13,114**	8,248
Total	**13,400**	8,509

NOTE:3 BORROWINGS

(a) Long-term Borrowings

Particulars	As at 31 March, 2014	As at 31 March, 2013
Secured		
Term Loan from Banks	**17,340**	7,274
Vehicle Loan	**14**	60
Unsecured		
From Directors	**-**	-
From Others	**645**	4,604
Total	**18,000**	11,938

(b) Short-term Borrowings

Particulars	As at 31 March, 2014	As at 31 March, 2013
Secured		
Working Capital Loans From Bank	**12,054**	5,748
Bill Discounting	**7,511**	6,000
Loan Instalments Falling during 2014-15		
Term Loans from Banks	**2,470**	834
Vehicle Loan	**25**	-
Total	**22,059**	12,582

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 (Presnt and Future)

Term loan is secured by the the Equitable Mortgage of Land and Building situated at Noida, Vehicle loans are secured by hypothecation of vehicles.

NOTE:4 DEFFERED TAX LIABILITIES / (ASSETS) (NET)

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Deferred Tax Liabilities:		
Depreciation	**346**	219
	346	219
Deferred Tax Assets:		
Provision for Expenses u/s 43 B	**24**	17
	24	17
Deferred Tax Liability (Net)	**322**	202

NOTE:5 OTHER LIABILITIES

(a) Other Non-Current Liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
Present Value of Defined Benefit Obligations 1,18,93,259	**161**	119
Less : Plan Assets 28,03,050	**(52)**	(28)
Total	**109**	92

(b) Other Current Liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
Duties And Taxes	**116**	65
Retention Money	**115**	56
Other payables	**962**	367
Security Deposit	**772**	809
Advance from Vendors/Customers	**-**	35
Advance Rent	**-**	887
Loans & Advances	**70**	-
Total	**2,034**	2,218

NOTE:6 PROVISIONS

(₹ In Lacs)

(a) Long-term Provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
Provision for Diminuation in value of Investments	**56**	56
Total	**56**	56

(b) Short-term Provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
Provision for Employee Benefit	**37**	-
Provision For Tax	**2,519**	1,594
Provision for wealth Tax	**3**	2
Total	**2,559**	1,596

NOTE:7 TRADE PAYABLES

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Trade Payables	**22,792**	22,898
Total	**22,792**	22,898

Note: Trade Payable are subject to confirmation and reconcilation

NOTE:8 FIXED ASSETS

(a) TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep.(%)	As on 01.04.2013	Additions	Deduction	As on 31.03.2014	As on 01.04.2013	Depreciation for the year	Deduction	As on 31.03.2014	As on 31.03.2014	As on 1.04.2013
LAND	0.00%	8,301	-	-	8,301	-	-	-	-	8,301	8,301
BUILDING & INFRASTRUCTURE	5.00%	4,478	1,312	-	5,790	251	222	-	473	5,317	4,227
FURNITURE & FITTINGS	18.10%	52	4,792	-	4,844	36	380	-	417	4,427	16
ELECTRICAL FITTINGS	18.10%	-	2,194	-	2,194	-	189	-	189	2,005	-
PLANT & MACHINERY	13.91%	649	1,964	0	2,612	375	173	0	548	2,064	274
OFFICE EQUIPEMENT	13.91%	150	74	1	223	85	15	0	100	123	65
COMPUTERS	40.00%	4,264	71	-	4,335	3,832	185	-	4,017	318	432
MOTOR VEHICLES	25.89%	685	53	3	735	446	72	3	514	220	239
Total		18,578	10,460	5	29,033	5,024	1,237	4	6,257	22,776	13,554

(b) INTANGIBLE ASSETS

Particulars	Gross Block					Depreciation				Net Block	
	Rate of Dep.(%)	As on 01.04.2013	Additions	Deduction	As on 31.03.2014	As on 01.04.2013	Depreciation for the year	Deduction	As on 31.03.2014	As on 31.03.2014	As on 1.04.2013
PATENT COPYRIGHT	0.00%	-	-	-	-	-	-	-	-	-	-
ACCOUNTING SOFTWARE	55.00%	-	46	-	46	-	14	-	14	33	-
Total		-	46	-	46	-	14	-	14	33	-
Grand Total		18,578	10,506	5	29,080	5,024	1,251	4	6,271	22,809	13,554

Note:-

1. *Depreciation has been provided on software at 55%, considering life of 5 years with Nil scrap value, therefore depreciation charged at 55% and in fifth year whole amount will be writt off.*
2. *During the year, Capital WIP amounting to Rs. 37,05,88,953 has been capitalised in its respective head in Fixed Asset.*

Note:9 INVESTMENT

(₹ In Lacs)

(a) Non-current investments

Particulars	As at 31 March, 2014	As at 31 March, 2013
Investments in Equity instruments (at Cost)		
QUOTED EQUITY SHARES		
ANANT RAJ LTD	**10**	10
3001 Equity Shares of ₹ 2 each fully paid up		
ARVIND REMEDIES LTD	**17**	17
30000 Equity Shares of ₹ 10 each fully paid up		
GATEWAY DISTRIPARKS LTD	**12**	12
10000 Equity Shares of ₹ 10 each fully paid up		
GTL INFRASTRUCTURE LTD	**1**	1
2000 Equity Shares of ₹ 10 each fully paid up		
IKF TECHNOLOGIES LTD	**34**	34
220000 Equity Shares of ₹ 1 each fully paid up		
JSW ISPAT STEELS LTD	**1**	1
2200 Equity Shares of ₹ 10 each fully paid up		
CYBELE INDUSTRIES LTD	**11**	11
25000 Equity Shares of ₹ 10 each fully paid up		
UNQUOTED EQUITY SHARES (at cost)		
Kishore Export India pvt ltd	**474**	-
(472520 Equity Shares of ₹ 10 each fully paid up)		
Add: Share of Profit/ (Loss)	**(0.6)**	
Travancore Marketing Pvt Ltd	**0**	0
(11000 Eq Sh of ₹ 10/- each fully paid up)		
Total	**560**	86
(b)-Current Investments (At market value)		
Investments in Mutual funds		
SBI Infrastructure Fund	**2**	1
(20000 Units F.V. of ₹ 10/-each)		
SBI One India Fund	**23**	23
(200000 Units F.V. of ₹ 10/-each)		
SBI Mutual Fund	**4**	4
(50000 Units F.V. of ₹ 10/-each)		
Total	**28**	28

1. During the FY 2012-13, Provision for dimunition in value of Quoted Investments has been made for ₹ 56.43 Lakhs. Agreegate amount of Quoted Investment was ₹ 85.73 lacs and market value of such investment was ₹29.30 lacs
2. Agreegate amount of Unquoted Investment in Travancore Marketing Pvt Ltd is ₹ 7700 and market value of such investment is not available
3. Agreegate amount of Unquoted Investment in Kishore Export Pvt Ltd is ₹ 47370130 and market value of such investment is not available

Note:10 LOANS AND ADVANCES

(₹ In Lacs)

(a) Long Term Loans and Advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
Unsecured considered good		
Loans & Advances	**483**	322
Total	**483**	322

Note: Loans & Advances are subject to confirmation and reconcilation

(b) Short Term Loans and Advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
Other Loans and Advances	**9,646**	8,908
Imprest to Staff	**2**	-
Advance to Staff	**19**	26
Mobile and Laptop with Employees	**8**	-
Claims Receivable	**2,314**	-
Total	**11,989**	8,935

Note: Loans & Advances are subject to confirmation and reconcilation

Note:11 OTHER CURRENT ASSETS

(a) Other Non-Current Assets

Particulars	As at 31 March, 2014	As at 31 March, 2013
Security Deposit	**598**	584
Total	**598**	584

(b) Other Current Assets

Particulars	As at 31 March, 2014	As at 31 March, 2013
Interest accrued but not received	**-**	209
Other Advances Receivable	**3,286**	2,005
Total	**3,286**	2,213

Note:12 INVENTORIES

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Finished goods (Valued at Cost or NRV whichever is lower)	**12,386**	6,907
Total	**12,386**	6,907

Note:13 TRADE RECEIVABLES

Particulars	As at 31 March, 2014	As at 31 March, 2013
Trade Receivables Less than Six Months	**25,744**	25,002
Other trade Receivables (Advance to creditors)	**99**	147
Less:-Provision for Doubtful Debts	**-**	(5)
Total	**25,843**	25,144

Note- Trade Receivables are subject to confirmation and reconciliation

Note:14 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2014	As at 31 March, 2013
Balances with banks	**7,786**	6,020
Cash on hand	**24**	52
In Fixed Deposit Accounts *	**4,122**	1,123
Total	**11,932**	7,195

***Under Lien of Banks**

Note:15 REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Revenue from - Sale From Trading Activities	**408,149**	282,746
Other Income -Direct	**-**	36
Backend Margin Recovery	**-**	459
Other operating revenues	**729**	-
Rental Income Received (Net of Demarage paid)	**1,714**	-
Total	**410,592**	283,241

Note:16 OTHER INCOME

(₹ In Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
SAD Refund Received	**24**	
Excess Amount Received From Customer	**2**	149
Interest on VAT Refund	**1**	
Dividend Income	**1**	1
Profit on sale of fixed assets	**0**	
Interest on Gratuity Fund	**4**	
Interest on Fixed Deposit	**256**	
Interest on Loans & Advances	**366**	192
Total	**655**	342

Note:17 DIRECT EXPENSES

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Scheme and Claim Expenses	**12,367**	8,405
Clearing and Forwarding Expenses	**45**	1
Custom Duty	**317**	252
Freight And Cartage Inward	**51**	45
Labour Charges	**-**	50
Octroi Charges	**2**	13
Packing Expenses	**161**	134
Service Import	**12**	
Total	**12,955**	8,901

Note:18 PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Purchase Central	**7**	3
Purchase Imported	**2,349**	1,849
Purchase Local	**383,795**	263,164
Purchase Exempted	**11**	49
Less:- Purchase Return	**(909)**	
Total	**385,253**	265,065

Note:19 CHANGE IN INVENTORIES OF FINISHED GOODS

(₹ In Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Opening Stock	**6,907**	4,264
Less: Closing Stock	**12,386**	6,906
Total	**(5,480)**	(2,642)

Note:20 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Salaries and Allowances	**1,619**	1,390
Director Remuneration & Sitting Fees	**224**	70
Contribution to provident and other funds	**57**	70
Staff welfare expenses	**45**	45
Gratuity	**45**	40
Entertainment Expenses	**14**	
Recruitment expenses	**6**	4
Uniform & Kit Expenses	**5**	
Training & Seminar Expenses	**70**	48
Total	**2,087**	1,667

Note:21 FINANCE COSTS

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest on Term Loan	**1,308**	860
Interest on Vehicle Loans	**5**	9
Other borrowing costs	**2,574**	1,967
Total	**3,888**	2,836

Note:22 DEPRECIATION AND AMORTIZATION

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Depreciation as per companies Act	**1,251**	631
Amortization expenses (Preliminary Expenses)	**-**	5
Total	**1,251**	636

Note:23 OTHER EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Advertisement and Publicity	**17**	23
Annual Listing Fees	**2**	3
Audit Fees	**4**	4
Books & Periodicals	**1**	-
Business Promotion Expenses	**81**	205
Communication Expenses	**64**	54
Computer Repairs & Maintenace	**13**	11
Consumables Stores	**1**	-
Conveyance Local	**86**	62
CWC Warehouse Rent	**4**	4
Donations	**4**	9
EXCHANGE RATE FLACTUATION	**10**	32
Electrical Power & Water Expenses	**155**	30
Festival Expenses	**36**	30
Filing Fee	**0**	-
Freight And Cartage Outward	**223**	219
Goods Lost in transit	**0**	
Incentive and Commision	**89**	78
ISD Expenses	**1,321**	299
Insurance Premiums	**103**	71
Legal & Professional Expenses	**352.90**	442
Provision for diminuation in value of Investment(net)	**-**	56
Loss on sale of Assets(Net)	**-**	3
Office Expenses	**25**	53
Postage & Courrier Expenses	**11**	11
Printing & Stationery	**28**	25
Provision for Doubtful Debt	**-**	5
Rates & Taxes	**81**	16
Relocation Expenses	**-**	4
Rent Charges	**353**	321
Repair & Maintanance	**225**	29
Security Guard Charges	**81**	12
Software & Website Expenses	**3**	3
Statuatory Expenses	**16**	48
Subscription & Membership Fees	**1**	1
Tour & Travelling Expenses	**301**	134
Vehicle Running & Maintenance	**74**	47
Water Expenses	**2**	1
Total	**3,767**	2,345

Note:24 Disclosure under Accounting Standard 16 - Borrowing Cost

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Details of Borrowing Cost capitalised		
Borrowing Costs capitalised during the year		
Fixed Assets - Building		
Interest on Loan	**339**	-
Fixed Assets - Capital WIP		
Interest on Loan	**-**	18
Bank Processing Fee	**-**	72
Total	**339**	90

Note:25 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.

(₹ In Lacs)

Particulars	Business Segments-2013-14				Business Segments-2012-13			
	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total	Telecommunication - Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total
Revenue	408,878	-	1,714	410,592	283,121	36	-	283,157
Inter-segment Revenue	-	-	-	-	-	-	-	-
Total Revenue	**408,878**	**-**	**1,714**	**410,592**	**283,121**	**36**		**283,157**
Segment Result	10,775	-	(73)	10,702	7,491	(184)	-	7,307
Unallocable Expenses				(1,251)				(58)
Operating Income				9,451				7,249
Other Income				655				342
Total Revenue				**10,106**				**7,591**
Interest Expenses				(2,580)				(2,867)
Profit before tax				**7,526**				**4,724**
Tax Expense				(2,659)				(1,664)
Net Profit for the year				**4,867**				**3,060**

Particulars	Business Segments-2013-14				Business Segments-2012-13			
	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total	Telecommunication -Mobile Handset and Accessories	Construction of Road and Highways	Renting of Immovable Property	Total
Segment Assets	52,651	2,314	23,016	77,981	62,346	6,312		68,658
Unallocable Assets				11,932				-
Total Assets				**89,913**				**67,150**
Segment Liabilities	60,914	-	3,971	64,885	(87)	6		(81)
Unallocable Liabilities				3,046				88
Total Liabilities				**67,931**				**7**
Capital Expenditure								18,589
Depreciation / Amortisation	464		787	1,251				5,034

(₹ In Lacs)

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, 2013	As at 31 March, 2012
Revenue -Domestic Market	**411,099**	283,499
Total Revenue	**411,099**	283,499
Debtors of Domestic Market	**24,824**	25,091
Debtors of Overseas Market		27
Total Debtors	**24,824**	25,118

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:26 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, 2014	As at 31 March, 2013
Contract Revenue recognised as revenue in the period	**-**	57
Contract Costs recognised as expenses in the period	**-**	(226)
Recognised Profits	**-**	(169)
Income Billed but not Due	**-**	-
Progress Billing in the period	**-**	-
Amounts due from Customers (Amounts Claims receivable)	**2,314**	2,314

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 recoognised 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:27 Details of transactions entered into with related parties during the year is as follows:

a) List of Related Party

i)	Holding Company	:	No
ii)	Ultimate Holding Company	:	No
iii)	Subsidiary Company	:	Optiemus Infracom (Singapore) Pte Ltd
		:	Oneworld Teleservices Private Limited
		:	Optiemus Infracom International Fze
iii)	Fellow Subsidiary Company	:	Optiemus Metals & Mining Pte. Ltd.
iv)	Associates Companies	:	Kishore Exports India Private Limited
v)	Key Management Personnel	:	Mr. Ashok Gupta (Director)
vi)	Directors' Relative	:	Renu Gupta (wife of Mr. Ashok Gupta)
		:	Deepesh Gupta (son of Mr. Ashok Gupta)
		:	Neetesh Gupta (son of Mr. Ashok Gupta)
vii)	Entities in which KMP/ Relatives of KMP can exercise significant influence	:	United Online India Private Limited
		:	Mobiphone Network India Private Limited
		:	Param Exports And Construction Private Limited
		:	Easycom Network Private Limited
		:	South West Infra Designs Private Limited
		:	My Mobile Infomedia Private Limited
		:	Teleecare Network (India) Private Limited

Particulars	Parties	2013-14
Sale of goods	Teleecare Network India Private Limited	397
	Mobiphone India Private Limited	5
Director Remuneration	Mr. Ashok Gupta	225
	Mr. Hardip Singh	48

Note:28 Disclosure under Accounting Standard 20 - Earning Per Share

(₹ In Lacs Except EPS and Share Data)

Particulars	As at 31 March, 2013	As at 31 March, 2012
Earning Per Share		
Basic		
Net Profit after tax as per Profit & Loss to Equity Shareholders	**4,867**	3,056
Net Profit before exceptional items	**4,867**	3,056
Weighted Average number of Equity Shares used as denominator for calculating EPS	**858**	858
Earning Per Share	**5.67**	3.56
Earning Per Share (before exceptional items)	**5.67**	3.56
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	**4,867**	3,056
Weighted Average number of Equity Shares used as denominator for calculating EPS	**858**	858
Earning Per Share	**5.67**	3.56
Face Value per Share	**10**	10

Note:29 Disclosure relating to AS-15 (Revised) - Employees Benefits:-

(a) Provident Fund - 12% of Basic (including dearness pay) plus Dearness Allowance, contributed to Recognised Provident Fund

(b) Gratuity- Payable on separation @ 15 days pay for each completed year of service to eligible employees who render continuous service for 5 years or more. Maximum limit is ₹10.00 lakh .

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

(₹ In lacs)

S.No	Particulars	2013-14	2012-13
	Fair value of Defined Obligation		
i.	Opening Present value of projected benefit obligation	119	24
ii.	Current service cost	42	26
iii.	Interest cost	-	-
iv.	Acturial gain(-) / losses(+)	-	12
v.	Past service cost	-	57
vi.	Benefits paid	-	-
vii.	Closing Present value of projected benefit obligation(I+ii+iii+iv-v+vi)	161	119

(₹ In Lacs)

	Reconciliation of fair value of Assets and obligations	2013-14	2012-13
I.	**Opening Fair value of plan assets**	28	-
ii.	Acquisition adjustment	-	-
iii.	Expected return on plan assets	4	2
iv	Actual Company*s contribution	24	26
v.	Acturial gain(-) / losses(+)		0
vi.	Benefits paid	(3)	-
vii.	Closing Fair value of plan assets	52	28
viii.	Present value of defined obligation	161	119
ix.	Net liability recognised in the Balance Sheet (Schedule-6(a))	109	91

	Expenses recognised in the Statement of Profit & Loss Account for the year ended 31.03.2013	2013-14	2012-13
I.	**Current service cost**	42	26
ii.	Interest cost	-	-
iii.	Acturial gain(-) / losses(+)	-	12
iv.	Past service cost	-	57
v.	Expected return on plan assets	(4)	(2)
vi.	Benefit Paid	3	-
a)	**Employees remuneration & benefit charged to profit & loss A/c-**		
	a) Gratuity	42	93
	b) Others	1,737	1,557

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

Particulars	As on 31.03.2014
Life Insurance Corporation of India	51.83

Acturial assumption

I	Discount rate	8.00% per annum
ii.	Mortality rate	LIC 94-96 Ultimate
iii.	Withdrawal rate(18-30 years)	0.00% p.a.
	Withdrawal rate(31-44 years)	1.00% p.a.
	Withdrawal rate(44-58 years)	3.00% p.a.
iv.	Expected rate of return	8.96% p.a.
v.	Future salary increase	6.00% p.a.
vi	Retirement age	60 years

Note:30 Disclosure under Accounting Standard 29 - Contingent Liability

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Contingent Liabilities not provided for :		
Claim against the company not acknowledged as debt		
a) Income Tax matters	**23**	23
(Demand of ₹ 3231861 raised by Income Tax department for the AY 2010-11 against which ₹ 890970 has been recognised and for ₹ 2334071 rectification u/s 154 has been filed with Department)		
b) Sales Tax Demand of Pending Cases	**300**	300
c) Demand raised by Employee Provident Fund Authority	**1**	-
d) TDS Demand Raised (Demand during 2014-15)	**50**	-
	374	324

Details of Pending Cases are:

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Sales Tax on cash card & recharge coupons	₹ 41435/-	1999-2000	Deputy Commissioner Appeal-IV Sales tax, Delhi
	Interest U/s 27(2)	₹ 28544/-		
Sales Tax	Sales Tax on cash card & recharge coupons	₹ 132665/-	2000-2001	Deputy Commissioner (Appeal) Sales tax, Delhi
	Interest U/s 27(2)	₹ 35819/-		
Sales Tax	Sales Tax on cash card & recharge coupons	₹ 223568/-	2001-2002	Deputy Commissioner (Appeal) Sales tax, Delhi
	Penalty U/s 56	₹ 1000/-		
Sales Tax	Sale Tax on Wrongly Input Credit taken	₹ 2039/-	2007-2008	Asst. Commissioner of sale Tax Orissa
	Interest/Penalty	₹ 4079/-		

Name of the status	Nature of Dues	Amounts (₹)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Entry tax on zero value Goods Interest/Penalty	₹ 62513/- ₹125025/-	2008-2009	Asst. Commissioner of sales tax Orissa
Sales Tax	Sale tax Interest Penalty	₹ 3334677/- ₹ 826350/- ₹3334677/-	2008-2009	Asst. Commissioner of Trade & Taxes, Delhi, (objection by hearing Authority)
Sales Tax	Sales Tax	₹ 1631864/-	2006-2007	ETO-cum-Assessing Authority, Haryana
Sales Tax	Sale tax payable Interest u/s 14(6)	₹ 872095/- ₹ 703432/-	2010-2011	Assessing Authority, Gurgaon Haryana
Sales Tax	Purchase Tax Payable	₹ 37544/-	2008-2009	Sr. Joint Commissioner, Central Audit Unit, CT, WB
Income Tax	Demand of Tax	₹ 2334071 /-	2010-11	DCIT-Circle 13(1), New Delhi
Employee Provident Fund	Demand against Damage and Interest	₹ 94614 /-	Jan 2003 to Dec 2013	Asst. PF Commissioner, New Delhi

Note:31 Additional Information to the Financial Statements

(₹ In Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Import/Export in Foreign Currency		
FOB Value of Export (incl. High seas sales)	**1,029**	27
Value of Imports (incl. High seas Purchase)	**2,226**	415
Advance for Import		
Advance for Import at year end rate	**94**	631
Investment in Wholly Owned Subsidiary	**1,138**	302
Expenditure in Foreign Currency		
Professional Charges	**29**	-
Business Promotion	**0**	13
Travelling and Coveyance	**2**	18
Profit and (Loss) Foreign Exchange Fluction		
Loss In foreign Exchange Fluctuation	**10**	32
Director's Remuneration		
Director's Remuneration paid during the year	**224**	67
Auditor Remuneration		
Audit Fee	**4**	4

NOTICE

NOTICE is hereby given that the **21st** Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Tuesday, the 30th Day of September, 2014 at 11:00 A.M. at Emarald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 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. Gautam Kanjilal (DIN:03034033), who retires by rotation, and being eligible, seeks re-appointment as non-retiring Independent Director and in this regard to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013 ('the act'), Mr. Gautam Kanjilal (DIN:03034033), Director of the Company, who was appointed in terms of clause 49 of the Listing Agreement and who retires by rotation and being eligible, offers himself for appointment as an Independent Director, be and is hereby appointed as Independent Director of the Company, not Liable to retire by rotation, pursuant to section 149 of the act and rules made there under, for a term of five (5) years effective from 1st April, 2014 to 31st March, 2019."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors of the Company as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to section 139 and other applicable provisions of Companies Act, 2013 and the rules made there under, the retiring auditors of the Company, M/s RMA & Associates, Chartered Accountants, (firm registration No. 000978N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting for consecutive four years, until the conclusion of the 25th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on a remuneration to be fixed by Board of Directors of the Company."

SPECIAL BUSINESS:

4. APPOINTMENT OF MS. RENU GUPTA AS DIRECTOR

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

"**RESOLVED THAT** Ms. Renu Gupta (DIN:00030849), who was appointed as an Additional Director under section 161(1) of the Companies Act, 2013 ("the act") and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director along with the prescribed deposit amount, be and is hereby appointed as a Director of the Company, whose office is liable to retire by rotation."

5. APPOINTMENT OF MR. CHARAN SINGH GUPTA AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT Mr. Charan Singh Gupta (DIN:06744568), who was appointed as an Additional Director under section 161(1) of the Companies Act, 2013 ("the act") and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director along with the prescribed deposit amount, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to section 149 of the act and rules made there under, for a term of five (5) years effective from 1st April, 2014 to 31st March, 2019."

6. APPOINTMENT OF MR. TEJENDRA PAL SINGH JOSEN AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Tejendra Pal Singh Josen (DIN:02485388), Director of the Company, whose office was liable to determination by rotation, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years effective from 1st April, 2014 to 31st March, 2019."

7. MAKING THE OFFICE OF MR. HARDIP SINGH, WHOLE TIME DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 ("the act") read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Hardip Singh, (DIN:01071395), Executive Director of the Company, for the remaining period of his tenure, by making his office liable to retire by rotation."

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions including remuneration of Mr. Hardip Singh, shall remain unaltered as approved by the shareholders vide special resolution dated 29th September, 2012."

8. ALTERATION OF ARTICLES OF ASSOCIATION

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

8.1 "**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 2 of the Articles of Association of the Company be and is hereby substituted as hereunder:

The regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company so far as the Articles contained in these Articles of Association are inconsistent with or repugnant to any regulations contained in the Act, various schedules or rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient in this regard."

8.2 "**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the following clause as Article 116 (b) be and is hereby inserted in the Articles of Association of the Company:

The Board of Directors shall have power to appoint/reappoint any individual as the Chairperson as well as Managing Director/Executive Director/Chief Financial Officer or in any other capacity at the same time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient in this regard."

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

Sd/-
Vikas Chandra
Company Secretary

Place : New Delhi
Date : August 14, 2014

NOTES:

1. The statement pursuant to Schedule IV and Section 102(1) of the Companies Act, 2013 in respect of the ordinary business and special business respectively, set out in the Notice is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed for use by members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
5. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of the names will be entitled to vote.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September 2014 to Tuesday, 30th September 2014 (both days inclusive).
9. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, additional information including brief profile of each of the Independent Directors has been given in the section on Corporate Governance.
10. Investor grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@optiemus.com to enable investors to register their complaints/requests, if any.
11. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address by sending the 'E-Communication Registration Form' (as annexed to the notice) duly filled and signed, to the RTA of the Company M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar – II, New Delhi – 110 024.
12. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are annexed to this notice.**
13. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue. **No Attendance Sheet will be distributed at the meeting**.
14. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar – II, New Delhi – 110 024, if the shares are held by them in certificate form.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Vikas Chandra

Company Secretary

Place : New Delhi

Date : August 14, 2014

ANNEXURE TO THE NOTICE

ITEM NO. 2 | RE-APPOINTMENT OF MR. GAUTAM KANJILAL AS INDEPENDENT DIRECTOR

Mr. Gautam Kanjilal (DIN:03034033) was appointed as a Non-executive Independent Director of the Company in terms of listing agreement with the stock exchanges, whose office being liable to determination by rotation, is retiring at this Annual General Meeting, and being eligible has offered himself for re-appointment.

Further, as per section 149 of the Companies Act, 2013, being eligible, Mr. Gautam Kanjilal may be appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years from 1st April, 2014 to 31st March, 2019.

He has submitted the declaration of Independence, as required pursuant to section 149(6) of the Companies Act, 2013 and rules made thereunder stating that he meets the criteria of independence as provided in sub-section (6).

Mr. Kanjilal is not disqualified from being appointed as a Director in terms of section 164 of the Act.

Brief Profile and particulars of Mr. Gautam Kanjilal is given below:

Mr. Gautam Kanjilal is a post graduate in Economics and had joined the management cadre of the State Bank of India in July 1972 as a Probationary Officer. During his 37 plus years of service in SBI, he held many important administrative and business assignments covering a large matrix of banking operations. Apart from holding operational assignments in the area of pure banking, he was positioned in the corporate headquarters of SBI Capital Markets Ltd, the merchant banking arm of SBI, where the nature of responsibilities included debt syndication and planning and handling of all types of equity/ debt issues of PSUs and corporate. As AGM of Overseas Branch, Kolkata, he handled the accounts of large corporate EOUs/ export houses; this involved credit appraisals, especially related to Forex.

His Directorships/Committee positions/Shareholding is as under:

Directorships	Committee Chairmanships/ Committee Positions	Shareholding in the Company
Optiemus Infracom Limited Hospet Coke & Energy Private Limited	**Audit Committee:** Optiemus Infracom Limited-Chairman Jindal Stainless Limited-Member **Stakeholder Relationship Committee**:Optiemus Infracom Limited-Chairman	2850 (0.0003%) equity shares of ₹ 10 each

In opinion of the Board, Mr. Gautam Kanjilal fulfils the conditions as specified in the Companies Act, 2013 for appointment as Independent Director of the Company.

Except Mr. Gautam Kanjilal, None of the other Director or Key Managerial personnel is interested in the said resolution.

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

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

ITEM NO. 4 | APPOINTMENT OF MS. RENU GUPTA AS DIRECTOR

Ms. Renu Gupta (DIN:00030849) was appointed by the Board of Directors as Non-Executive Additional Director of the Company on 14th August, 2014. She holds office until the ensuing annual general meeting.

In respect of appointment of Ms. Renu Gupta, a notice in writing in the prescribed manner, as required pursuant to section 160 of the Companies Act, 2013 and rules made thereunder has been received by the Company from a shareholder, regarding her candidature for the office of the Director. Hence a resolution proposing her candidature for appointment as a Director is set forth for the shareholder's approval.

It is being brought to notice that Section 149(1) stipulates that a listed Company shall have a women Director on the Board. If she is appointed as a Director, the said section will stand complied.

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

Ms. Renu Gupta, is a Graduate and is having more than 15 years of exposure in the field of Telecom Industry. Ms. Renu Gupta has a remarkable entrepreneurship quality and has been running all associated concerns successfully. As an Additional Director, she is responsible for Business relations of the Company with other associations.

Her Directorships/Committee positions/Shareholding is as under:

Directorships	Committee Chairmanships/ Committee Positions	Shareholding in the Company
Param Exports and Construction Private Limited Eye Detectives & Investigations Private Limited Mobiphone Network India Limited G R A Enterprises Private Limited Techtube Media Works Private Limited	NIL	6,981,111 equity shares of ₹ 10 each

Ms. Renu Gupta, is wife of Mr. Ashok Gupta who is Managing Director of the Company. Thus, Except for them, none of the other Director or Key Managerial personnel is interested in the said resolution.

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

ITEM NO. 5 & 6 | APPOINTMENT OF MR. CHARAN SINGH GUPTA/TEJENDRA PAL SINGH JOSEN RESPECTIVELY AS AN INDEPENDENT DIRECTOR

The Company had appointed Mr. Tejendra Pal Singh Josen (DIN:02485388) w.e.f 27th May, 2013 as Independent Director pursuant to clause 49 of the listing agreement by way of ordinary resolution on 30th September, 2013.

Mr. Charan Singh Gupta (DIN:06744568) was appointed by the Board of Directors as Additional Independent Director of the Company pursuant to clause 49 of the listing agreement on 27th November, 2013. He holds office until the ensuing 21st Annual General Meeting.

In respect of appointment of Mr. Charan Singh Gupta, a notice in writing in the prescribed manner, as required pursuant to section 160 of the Companies Act, 2013 and rules made thereunder has been received by the Company from a shareholder, regarding his candidature for the office of the Director.

Further, In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 that have come into effect from 1st April, 2014 and subsequent notification by the Ministry of Corporate Affairs vide its General circular no.14/2014 dated 9 June 2014, the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies Act, 2013 before 31st March 2015. Further, pursuant to the above provisions, the term of such Independent Directors is not liable to determination by rotation.

Accordingly, it is proposed to appoint Mr. Tejendra Pal Singh Josen and Mr. Charan Singh Gupta as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office for a period of five (5) years from 1st April, 2014 to 31st March, 2019.

The declaration of Independence, as required pursuant to section 149(6) of the Companies Act, 2013 and rules made thereunder stating that they meet the criteria of independence as provided in sub-section (6) have been submitted by them.

They are also not disqualified from being appointed as a Director in terms of section 164 of the Act.

In opinion of the Board, Tejendra Pal Singh Josen and Mr. Charan Singh Gupta fulfil the conditions as specified in the Companies Act, 2013 for appointment as Independent Director of the Company and possess requisite skills, experience and knowledge relevant to the Company's Business and it would be in the interest of the Company to continue to have their association with the Company as Directors.

Detailed profiles of the said Directors are given below:

Mr. Charan Singh Gupta (DIN:06744568)

Mr. Charan Singh Gupta, holds the degree of B.A. He is having more than 39 years of experience in Banking Sector. He retired as a Deputy General Manager from Oriental Bank of Commerce. His rich experience can help the Company to take major policy decisions.

His Directorships/Committee positions/Shareholding is as under:

Directorships	Committee Chairmanships/ Committee Positions	Shareholding in the Company
NIL	NIL	NIL

None of the Directors, except Mr. Charan Singh Gupta is interested in the said resolution.

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

Mr. Tejendra Pal Singh Josen (DIN:02485388)

Mr. Tejendra Pal Singh Josen holds a wide experience in the field of Agri inputs, fertilizers and agro industry having worked previously with Indian Potash Ltd for 24 years in various senior management positions. During the tenure with IPL, Mr. Josen was deputed to a prestigious ICAEP project of the Canadian International

Development Agency (CIDA) for 5 years on a very similar position. During the posting in Gujarat, Mr. Josen was credited to handling a record of 2 million tonnes of fertilizer material, imported through key ports like Kandla, Mundra, Jamnagar, Bhavnagar etc. Mr. Josen was given the opportunity to work on product development of SOP in association with KALI and SALZ, Germany, DAP of HLL and on many other agri inputs including pesticides, all over India. During his positing to Gujarat, he started career with Duncans Agro Industries, a British Company followed by a Swiss Company, Sandoz (I) Ltd in the senior management cadre serving for seven years.

His Directorships/Committee positions/Shareholding is as under:

Directorships	Committee Chairmanships/ Committee Positions	Shareholding in the Company
Josen Trading House Private Limited	NIL	NIL

None of the Directors, except Mr. Tejendra Pal Singh Josen is interested in the said resolution.

The Board recommends the ordinary resolution set out in item no. 6 of the notice for approval of shareholders.

ITEM NO. 7 | MAKING THE OFFICE OF MR. HARDIP SINGH, WHOLE TIME DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

Mr. Hardip Singh (DIN:01071395) was appointed as an Executive Director of the Company by way of a resolution passed at the Annual General Meeting of the Company held on 29th September, 2012 for a period of five (5) years effective from 7th November, 2011 and as per the terms of such appointment was not liable to retire by rotation.

The provisions of the Companies Act, 2013 in relation to appointment of Directors have been notified with effect from 1st April 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall be liable to retire by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Hardip Singh be amended to provide that his office shall be liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of their appointment including remuneration as approved shall remain unchanged.

None of the Directors, except Mr. Hardip Singh is interested in the said resolution.

The Board recommends the ordinary resolution set out in item no. 7 of the notice for approval of shareholders.

ITEM NO. 8 | ALTERATION OF ARTICLES OF ASSOCIATION

With a view to align the existing Articles of Association (AOA) of the Company with the new Companies act, 2013 and rules framed there under, it is desirable to alter the existing AoA and in this regard following alterations in the AoA are proposed:

8.1 To adopt Table F, the Model Articles as given in the Schedule I to the Companies Act, 2013 so far as the Articles contained in these Articles of Association are inconsistent with or repugnant to any regulations contained in the Act, various schedules or rules made thereunder.

8.2 Section 203 of the Companies Act, 2013 stipulates that a Company cannot designate an individual as a Chairman and Managing Director/ Chief Financial Officer of the Company, at the same time,

unless articles allow to do so. Further, in your Company, Mr. Ashok Gupta is Managing Director as well as Chairman at the same time, hence to align with the compliance of section 203 of the act, we are required to alter our Articles accordingly.

None of the Directors is interested in the said resolution.

The Board recommends the Special resolution(s) set out in each item no. 8.1 and 8.2 of the notice for approval of shareholders.

On behalf of the Board of Directors

For **Optiemus Infracom Limited**

Sd/-

Vikas Chandra

Company Secretary

Place : New Delhi

Date : August 14, 2014

INSTRUCTIONS FOR E-VOTING

For the purpose of section 108 of the Companies Act, 2013 ('the Act') read with rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members holding shares as on **22nd August, 2014** (End of the Day) being the Cut-off date for the purpose of Rule 20 (3) (vii) of the Rules fixed for determining voting rights of members, entitled to cast their votes electronically, through the e-voting platform provided by Central Depository Services Limited (CDSL).

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

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

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCMENT OF E-VOTING	END OF E-VOTING
140825023	Tuesday, 23rd September 2014 at 9.00 A.M. IST	Thursday, 25th September 2014 at 6.00 P.M. IST

Note: Please read the instructions printed below before exercising your vote.

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

(i) The shareholders should log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as provided in the Ballot form) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Demat Account Number / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN (140825023) for Optiemus Infracom Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case of any queries/issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on the help desk No. 1800 200 5533

(xix) Mr. Sumit Batra, practicing Company Secretary, J-124, IInd Floor, Kirti Nagar, New Delhi- 110 015 (Membership No. 22299) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.

(xx) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

(xxi) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

(xxii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.optiemus.com and on the website of CDSL within two days of passing of the resolutions and shall be communicated to BSE Ltd., DSE Ltd., JSE Ltd. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 21st Annual General Meeting of the Company.

OPTIEMUS INFRACOM LIMITED

Optiemus Infracom Limited
CIN: L64200DL1993PLC054086
K-20, Second Floor,
Lajpat Nagar-II, New Delhi-110 024

E-COMMUNICATION REGISTRATION FORM

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

Folio No. : _____

(For shares held in physical mode) : _____

DP ID : _____

Client ID : _____

Name of First Registered Holder: : _____

Registered Address : _____

_____

_____

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

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

Important Notes:

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

OPTIEMUS

OPTIEMUS INFRACOM LIMITED

Optiemus Infracom Limited

CIN: L64200DL1993PLC054086
K-20, Second Floor,
Lajpat Nagar-II, New Delhi-110 024

ATTENDANCE SLIP

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

Folio No/Client ID/DP ID : _____

No. of Shares Held : _____

Full Name of the member(s) : _____

Name of the Proxy* : _____

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

I hereby record my presence at the Twenty First ANNUAL GENERAL MEETING of the Company on Tuesday, September 30, 2014 at 11:00 a.m. at Emarald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi- 110 001.

_____

Member's / Proxy's Signature

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

OPTIEMUS INFRACOM LIMITED

Optiemus Infracom Limited

CIN: L64200DL1993PLC054086
K-20, Second Floor, Lajpat Nagar-II, New Delhi-110 024

PROXY FORM

Form No. MGT-11

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

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY FIRST** annual general meeting of the company, to be held on Tuesday, 30th Day of September, 2014 at 11.00 a.m. at **K-20, Second Floor, Lajpat Nagar-II, New Delhi- 110024** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

OPTIEMUS INFRACOM LIMITED

Ordinary Business:

1. Adoption of Financial Statements for the year ended 31st March, 2014 and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Gautam Kanjilal (DIN: 03034033), Director who retires by rotation and is eligible for re-appointment as Independent Director
3. Re-appointment of M/s RMA & Associates, Chartered Accountants, as Statutory Auditors and fixation of Remuneration.

Special Business:

4. Appointment of Ms. Renu Gupta as director.
5. Appointment of Mr. Charan Singh Gupta as an Independent director.
6. Appointment of Mr. Tejendra Pal Singh Josen as an Independent director.
7. Making the office of Mr. Hardip Singh, whole time director of the Company liable to retire by rotation.
8. Alteration of certain articles of Articles of Association as given under proposed resolution no. 8.1 and 8.2.

Signed this ____ day of_____2014

Affix Revenue Stamp of Re. 1/-	Signature of Shareholder	Signature of Proxy holder(s)

Note:

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

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We Help ...Communicate

TELEmart

OPTIEMUS

OPTIEMUS INFRACOM LIMITED

Reg. 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

Print Media : 9873000211, 9311130211, 011-29541681