Engineered **Connected Growth**

33rd
ANNUAL REPORT
2025–26

Optiemus Infracom Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Gupta, Executive Chairman (Whole-time Director)
Mr. Neetesh Gupta, Non-Executive Director
Mr. Gauri Shankar, Independent Director
Mr. Rakesh Kumar Srivastava, Independent Director
Ms. Ritu Goyal, Independent Director
Mr. Vishal Rajpal, Independent Director

COMMITTEES OF BOARD

Audit Committee
Nomination and Remuneration Committee
Stakeholders Relationship Committee
Risk Management Committee
Corporate Social Responsibility Committee
Operations & Administration Committee
Preferential Allotment Committee

KEY MANAGERIAL PERSONNEL

Mr. Ashok Gupta, Executive Chairman (Whole-time Director)
Mr. Parveen Sharma, Chief Financial Officer
Mr. Vikas Chandra, Company Secretary & Compliance Officer

SECRETARIAL AUDITORS

M/s. S.K. Batra & Associates
Practising Company Secretaries
New Delhi

STATUTORY AUDITORS

M/s. Mukesh Raj & Co.
Chartered Accountants
New Delhi

INTERNAL AUDITORS

M/s. Rohit Kishan Garg & Co.
Chartered Accountants
New Delhi

REGISTERED OFFICE

K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024
Ph. No.: 011–29840906/07
Website: www.optiemus.com
E-mail: info@optiemus.com
CIN: L46524DL1993PLC054086

CORPORATE OFFICE

A-7, Sector-65, Noida,
Gautam Buddha Nagar,
Uttar Pradesh-201301
Ph. No.: +91 9217341687

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi-110062
Phone: 011–29961281/83
E-mail: beetal@beetalfinancial.com

LISTED AT

BSE Ltd.
National Stock Exchange of India Ltd.

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CHAIRMAN'S MESSAGE

Dear Stakeholders,

I am honoured to present the 33rd Annual Report of Optiemus Infracom Limited for the financial year 2025-26.

As India's role in the global economy continues to rise, its voice on the world stage has become more influential than ever. At Optiemus, we are proud to be a part of this transformation, not just keeping pace with the future, but building it in real time. We remained focused on taking measured steps to expand our presence across selected opportunities in the electronics value chain.

Despite the persistent global headwinds wherein the economy has been facing persistent inflationary pressures, geopolitical uncertainties and evolving trade dynamics, India continued to stand out as one of the fastest-growing economies. Backed by strong long-term fundamentals, supported by large-scale infrastructure projects, a rapidly expanding digital economy, and progressive policy reforms, India is poised to become a major global economic powerhouse. Amid a dynamic environment of geopolitical volatility, climate-related challenges, and disruptions in global supply chains, I am pleased to report that the Company has delivered another year of significant growth in our bottom line. While these global supply chain disruptions and macro-headwinds moderated our consolidated revenue from operations, our relentless focus on operational efficiency and margin improvement yielded satisfactory results.

Financial Performance

On a consolidated basis, the Company recorded revenue from operations of ₹ 1,76,861.76 Lakhs during FY 2025–26 as compared to ₹ 1,88,998.68 Lakhs in FY 2024–25. Despite the decline in revenue, Profit Before Tax increased to ₹ 9,066.56 Lakhs from ₹ 7,667.73 Lakhs in the previous year, while Profit After Tax increased to ₹ 6,601.42 Lakhs as compared to ₹ 6,333.01 Lakhs in FY 2024–25. Total Comprehensive Income stood at ₹ 6,620.85 Lakhs, compared with ₹ 6,342.27 Lakhs in the previous year.

The consolidated performance reflects the combined contribution of the Company's trading and distribution activities and the manufacturing businesses undertaken through its subsidiaries.

WE BELIEVE IN BUILDING WITH PURPOSE, PARTNERING WITH TRUST AND GROWING WITH RESPONSIBILITY

Strategic Initiatives and Achievements

During the year, the Company continued to strengthen its business relationships and remained focused on opportunities aligned with the Group's long-term objectives. The launch of **RhinoTech**, a premium tempered-glass screen protector brand, marked an important step in developing a consumer-facing product. Built around glass engineered by Corning and manufactured in India, RhinoTech provides an opportunity to serve both domestic and international markets. The inauguration of Company's tempered-glass manufacturing facility in Noida further strengthened this initiative.

The Company's association with Corning International Corporation through Bharat Innovative Glass Technologies Private Limited **("Bigtech")** also progressed during the year. The facility is being established for manufacturing finished cover glass for use in mobile consumer electronic devices and other mutually agreed cover-glass applications. The production thereat is expected to commence in the second half of FY 2026–27.

The Company, through its wholly owned subsidiary viz. Optiemus Electronics Limited **("OEL")** entered into strategic manufacturing partnerships with leading technology brands. OEL partnered with Realme to manufacture its next-generation AIoT products in India, including earphones, smartwatches and tablets.

Further, OEL continued its collaboration with OnePlus for local manufacturing of its premium IoT devices in India, with production commencing with the OnePlus Bullets Wireless Z3. Towards the close of the financial year, OEL also entered into a manufacturing agreement with Nxtquantum Shift Technologies India Private Limited, to manufacture Ai+ smartphones, tablets, IoT devices, and advanced wearable products in India.

The Company also advanced its proposed strategic manufacturing joint venture with Nothing Electronics Private Limited **('Nothing')** for manufacturing of electronic products of Nothing and CMF, while the Company's collaboration with Ordinary Theory LLC, USA, relates to manufacturing, market development and sales of smart enterprise hardware and integrated industrial solutions.

Across these initiatives, we remain focused on strengthening our manufacturing capabilities and building strategic relationships across the electronics, consumer technology and unmanned systems segments.

FROM CAPABILITIES TO PARTNERSHIPS — BUILDING A BROADER PLATFORM FOR THE FUTURE.

Looking Ahead

India's evolving electronics ecosystem presents significant opportunities. We will continue to strengthen our core wholesale trading operations, support the manufacturing of subsidiaries and its growth and pursue opportunities through the right products, partnerships and capabilities. Our objective remains to build sustainable businesses with financial and operational discipline while creating long-term value for all stakeholders.

The progress achieved during the year would not have been possible without the valuable contribution of the Board of Directors, management and employees. I sincerely appreciate our customers, suppliers, business partners and all stakeholders for their continued support, and thank our shareholders for their trust and confidence.

As we enter the next phase of our journey, we remain committed to strengthening our foundation, expanding our capabilities and creating sustainable long-term value for all the stakeholders.

Sincerely,

Ashok Gupta
Executive Chairman

BOARD OF DIRECTORS

MR. ASHOK GUPTA

Executive Chairman & Wholetime Director

Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 46 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 39 years ago and founded Optiemus Infracom Limited in 1993, driven by a mission to make advanced technology accessible to all.

Mr. Gupta combines strong entrepreneurial acumen with active involvement in key managerial roles. Over the years, he has promoted several companies within the telecom and allied products, playing a pivotal role in shaping their strategic direction. His foresight and leadership have been instrumental in the continued growth and success of the Optiemus Group.

Mr. Gupta firmly believes that the future is in India. He envisions positioning India the global leader in electronics manufacturing and showcasing the country's process on the international stage.

MR. NEETESH GUPTA

Non-Executive Non-Independent Director

Mr. Neetesh Gupta holds Master Degree in Business Management from Nottingham University, England and has rich experience in telecommunication sector. He possesses more than 11 years of experience in both technical and operational processes related to new product development, product sourcing and procurement across mobile phones, mobile accessories, IOT products.

As a leader, he is committed to empowering businesses, people, and the nation alike by harnessing the full potential of "Make In India". He not only leads but shapes the future with a comprehensive grasp of technology, a global network, and a relentless pursuit of innovation.

MR. GAURI SHANKAR

Non-Executive Independent Director

Mr. Gauri Shankar holds Bachelor degree in Science and Commerce and has over 49 years of meritorious experience in the field of Banking and Finance sector, with extensive expertise in both domestic and international banking operations. He has served as Managing Director and CEO of Punjab National Bank (PNB) and also served PNB as Executive Director. Before joining PNB, he was also CFO of Bank of India. He is also serving as an Independent Director on the Board of various renowned companies, which include NBFCs, manufacturing, infrastructure and service sectors.

MR. RAKESH KUMAR SRIVASTAVA

Non-Executive Independent Director

Mr. Rakesh Kumar Srivastava is a Post Graduate in Commerce, Bachelor in Law, and a Fellow Member of ICSI. He is the Managing Director of Rana Corporate Advisors Pvt. Ltd. and serves as an Independent Director of the Metropolitan Stock Exchange of India Ltd., Mumbai.

With over 36 years of professional experience, Mr. Srivastava possessess expertise in corporate governance and regulatory compliance, and is well-versed with the Companies Act, SEBI regulations, and other corporate laws. He has held senior leadership positions including Company Secretary and CFO in reputed organizations.

He is an active member of ASSOCHAM and the Merchant Chamber of Uttar Pradesh, and has held leadership positions as Chairman of NIRC of ICSI and Chairman of Kanpur Chapter of ICSI.

MS. RITU GOYAL

Non-Executive Independent Director

Ms. Ritu Goyal is a lawyer and Fellow Member of ICSI with a Master's degree in Law, has over 18 years of professional experience in Corporate and Civil Litigation, White Collar Crimes, Contract Management, Intellectual Property, Compliance, Governance, Restructuring, Finance, Marketing and Branding. She is the Managing Partner of Naks & Associates (Advocates & Solicitors), a Pan-India law firm with presence in over 700 districts.She served for 7 years as Company Secretary & Compliance Officer of a reputed real estate group. She is a regular speaker at multinational companies, professional institutes, and law colleges on topics of corporate governance, workplace rights, and legal awareness. As Founder & President of Pink & Blue – Symbiotic Living, a registered NGO Initiative, she has trained 5,00,000+ professionals on POSH laws and women empowerment.

She has been bestowed with various awards such as "10 Powerful Women Lawyers ", "25 Most Influential Women", and received the "Rising Star Award ."

MR. VISHAL RAJPAL

Non-Executive Independent Director

Mr. Vishal Rajpal is a Fellow Chartered Accountant (FCA) and a dynamic and results driven finance professional with over 24 years of professional experience in investment banking, project finance, real estate development and strategic advisory. He holds MBA degree in Finance and is also a law graduate from University of Delhi, with a proven track record of corporate leadership, capital raising, and institution building. Mr. Vishal demonstrates a rare blend of financial expertise, governance insight, and social commitment.

He has worked with various organisations, wherein he has handled major projects such as spearheading strategic investments, capital restructuring and developing project finance solutions. His core passion lies in corporate governance, where he continues to advise companies on best corporate governance practices and engage with regulators to promote best practices. He is currently working as a Senior Partner of M/s. Singh Chugh & Kumar, Chartered Accountants. He is a Founder and Director of Maxsol Financial Consulting Private Limited, engaged in providing financial and management consultancy services. He is also a Founder Trustee of Chamber of Progressive Residents Trust (CPRT), focused on citizen empowerment through access to public schemes.

DIRECTORS' REPORT

Dear Members,

The Directors are pleased to present the 33rd Annual Report of the Company along with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2026.

1. FINANCIAL SUMMARY OR HIGHLIGHTS

The Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, forming part of this Annual Report, have been prepared in accordance with the provisions of the Companies Act, 2013 **("Act")**, the applicable Indian Accounting Standards **("Ind AS")** and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**. The summarised financial highlights along with previous year's figures are given below:

(₹ in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025
Revenue from operations	72,409.04	59,153.05	1,76,861.76	1,88,999.68
Total Expenses	70,526.96	57,199.64	1,71,833.82	1,83,393.97
Profit/(Loss) before Exceptional Items	2,792.13	3,269.51	7,622.12	7,334.13
Exceptional Items	-	-	-	-
Profit/(Loss) from Associates and Joint Venture	-	-	1,444.44	333.60
Profit/(Loss) Before Tax	**2,792.13**	**3,269.51**	**9,066.56**	**7,667.73**
Tax Expense:				
(1) Current Tax	(510.26)	(932.30)	(1,882.71)	(1,684.74)
(2) Taxation Adjustment related to earlier periods (net)	(30.37)	-	(206.84)	90.89
(3) Deferred Tax	(190.46)	(113.17)	(375.59)	259.13
Net Profit/(Loss) for the year	**2,061.04**	**2,224.04**	**6,601.42**	**6,333.01**
Other Comprehensive Income for the year	8.19	5.49	19.43	9.26
Total Comprehensive Income (net of tax)	**2,069.23**	**2,229.53**	**6,620.85**	**6,342.27**
Earnings per equity share (EPS):				
Basic	**2.35**	**2.59**	**7.52**	**7.37**
Diluted	**2.31**	**2.58**	**7.39**	**7.33**

Note: Previous year's figures have been re-grouped / re-arranged wherever necessary.

2. STATE OF AFFAIRS OF THE COMPANY

On standalone basis, the Company recorded revenue from operations of ₹ 72,409.04 Lakhs during the F.Y. 2025-26, as against ₹ 59,153.05 Lakhs in the previous Financial Year 2024-25, registering a growth of 22.41%. The net profit for the year stood at ₹ 2,061.04 Lakhs in F.Y. 2025-26, as compared to ₹ 2,224.04 Lakhs in the previous financial year 2024-25. The Total Comprehensive Income for the year was ₹ 2,069.23 Lakhs as against ₹ 2,229.53 Lakhs in the previous financial year.

On consolidated basis, the Company's revenue from operations stood at ₹ 1,76,861.76 Lakhs during the Financial Year 2025-26, as against ₹ 1,88,999.68 Lakhs in the previous financial year 2024-25. However, the consolidated net profit increased to ₹ 6,601.42 Lakhs during the Financial Year 2025-26 from ₹ 6,333.01 Lakhs in the Financial Year 2024-25. The Total Comprehensive Income for the year stood at ₹ 6,620.85 Lakhs as compared to ₹ 6,342.27 Lakhs in the previous financial year.

The marginal decline in standalone profitability was primarily attributable to the inherent fluctuations in the trading business. On a consolidated basis, although revenue from operations moderated during the year, the Group reported an improvement in net profit, demonstrating the resilience of its diversified business portfolio. The overall performance underscores the Company's continued focus on sustainable growth and long-term value creation for all its stakeholders.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2026, the Company had 8 (Eight) wholly owned subsidiaries, 4 (Four) subsidiaries, 1 (One) step-down subsidiary, 1 (One) Associate Company and 1 (One) Joint Venture.

During the F.Y. 2025-26, the Company incorporated 4 (Four) wholly owned subsidiaries viz. Optiemus Display Technology Private Limited and Optiemus Vision Technology Private Limited, on July, 22, 2025, Optiemus Micro Electronics Private Limited on August 4, 2025 and XO Ventures Private Limited on October 15, 2025. Further, a subsidiary company namely 'The Factory Private Limited' was also incorporated on December 19, 2025.

The details of Company's subsidiaries, associate company and joint venture are given below:

Sr. No.	Name of the Companies	Category
1.	Optiemus Electronics Limited	Wholly Owned Subsidiary
2.	Optiemus Unmanned Systems Private Limited	Wholly Owned Subsidiary
3.	GDN Enterprises Private Limited	Wholly Owned Subsidiary
4.	Optiemus Infracom (Singapore) Pte. Ltd.	Wholly Owned Subsidiary
5.	Optiemus Display Technology Private Limited	Wholly Owned Subsidiary
6.	Optiemus Vision Technology Private Limited	Wholly Owned Subsidiary
7.	Optiemus Micro Electronics Private Limited	Wholly Owned Subsidiary
8.	XO Ventures Private Limited	Wholly Owned Subsidiary
9.	FineMS Electronics Private Limited	Subsidiary
10.	Troosol Enterprises Private Limited	Subsidiary
11.	The Factory Private Limited	Subsidiary
12.	Bharat Innovative Glass Technologies Private Limited	Subsidiary and Joint Venture
13.	Optiemus Telecommunication Private Limited	Step-down Subsidiary
14.	Teleecare Network India Private Limited	Associate
15.	WIN Technology	Joint Venture

Further, no company ceased to be a subsidiary, step-down subsidiary, joint venture or associate of the Company during the Financial Year 2025-26.

As at March 31, 2026, pursuant to Regulation 16 of SEBI Listing Regulations, the Company has 3 (Three) material subsidiaries viz. Optiemus Electronics Limited **("OEL")**, GDN Enterprises Private Limited **("GDN")** and Bharat Innovative Glass Technologies Private Limited **("Bigtech")**.

Further, pursuant to Regulation 24(1) of the SEBI Listing Regulations, the requirement of appointing at least one Independent Director of the Company on the Board of Directors of an unlisted material subsidiary was applicable only on 2 (Two) unlisted material subsidiaries namely OEL and GDN and the said requirement has been duly complied by them.

The Policy for determining 'material subsidiaries' is hosted on the website of the Company under the web link *https://www.optiemus.com/policies/Policy_For_Determining_Material_Subsidiaries.pdf*.

In accordance with the provisions of Section 129(3) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its Consolidated Financial Statements comprising the financial statements of the Company, its Subsidiaries, Associate Company and Joint Venture.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, including consolidated financial statements along with relevant documents forms part of this Report. The separate audited financial statements along with Audit Report in respect of subsidiaries, are available on the Company's website and can be accessed at *https://www.optiemus.com/subsidiaries.html*.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries, associate company and joint venture is given in Form AOC-1 enclosed herewith as **Annexure-1** of this Report.

4. TRANSFER TO RESERVES

During the Financial Year 2025-26, the Board of Directors of the Company has not recommended the transfer of any amount to the reserves. Accordingly, the entire profit for the year has been carried forward under the head **'Retained Earnings'** in the Statement of Changes in Equity.

5. CHANGE IN CAPITAL STRUCTURE

There was no change in the Authorised Share Capital of the Company during the financial year.

Further, during the F.Y. 2025-26, the Preferential Allotment Committee of the Board of Directors of the Company, at its various meetings, approved the allotment of 14,35,792 Equity Shares of face value of ₹ 10/- each pursuant to the conversion of fully convertible warrants issued on a preferential basis in various tranches. The Equity Shares were allotted at an issue price of ₹ 672.25/- per Equity Share (including premium of ₹ 662.25/- per Equity share) for cash. The equity shares so allotted rank pari passu in all respects with the existing equity shares of the Company.

Consequent to the aforesaid allotments, the paid-up share capital of the Company increased from ₹ 87,25,29,910/- to ₹ 88,68,87,830/-. Accordingly, as on March 31, 2026, the paid-up share capital stood at ₹ 88,68,87,830/-, comprising 8,86,88,783 Equity Shares of ₹ 10/- each.

Apart from the above, there was no other change in the share capital of the Company during the Financial Year 2025-26. Further, the Company did not undertake any public issue, rights issue, bonus issue or issue of sweat equity shares during the Financial Year 2025-26, nor did it undertake any buy-back or redemption of securities.

Further, the Company has neither issued any shares with differential voting rights nor granted any stock options during the Financial Year 2025-26.

6. DETAILS OF UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT

During the financial year 2024-25, the Company had issued 30,12,800 fully convertible warrants on a preferential basis at an issue price of ₹ 672.25/- per warrant (including a premium of ₹ 662.25/- per warrant), in accordance with the applicable provisions of the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR Regulations")** and other applicable laws.

Out of the aforementioned 30,12,800 warrants, 14,35,792 fully convertible warrants were converted into an equivalent number of Equity Shares during the financial year 2025-26 upon receipt of the balance 75% consideration amounting to ₹ 7,239.08 Lakhs from the respective warrant holders.

The funds so received during the financial year 2025-26 pursuant to the conversion of the aforementioned fully convertible warrants were utilised for the purposes for which the preferential issue was made and in accordance with the objects stated in the Notice of the Extra-

Ordinary General Meeting held on January 4, 2025 read with corrigendum thereto, as modified pursuant to the Special Resolution passed by the members at the 32nd Annual General Meeting held on September 30, 2025. Further, there was no deviation or variation in the utilisation of such funds from the objects of the preferential issue. ICRA Limited, appointed as Monitoring Agency of the Company, has confirmed the utilisation of the issue proceeds in its reports submitted on quarterly basis, which were duly reviewed and noted by the Audit Committee and the Board of Directors of the Company.

Pursuant to Regulation 32 of the SEBI Listing Regulations and the SEBI ICDR Regulations, the requisite disclosures relating to the utilisation of funds have been submitted to the Stock Exchanges and are available on the website of the Company at www.optiemus.com. Detailed information in this regard, including the Statement of Deviation(s) or Variation(s), forms part of the Corporate Governance Report.

7. DIVIDEND

The Board has not recommended any dividend payment for the financial year 2025-26.

Further, the Dividend Distribution Policy of the Company is available on the website of the Company and can be accessed at *https://www.optiemus.com/policies/Dividend_Distribution_Policy.pdf*.

8. DEPOSITS

During the year, the Company has not accepted any deposits within the meaning of the provisions of Section 73 of the Act and rules made thereunder. As on March 31, 2026, outstanding Deposit was Nil. There was no fixed deposit remaining unpaid or unclaimed lying with the Company. Further, no amount of principal or interest was outstanding or in default as on March 31, 2026. Accordingly, the requirement to disclose details of deposits not in compliance with Chapter V of the Act is not applicable.

9. CHANGE IN NATURE OF BUSINESS

During the year, with a view to enhance value creation, improve profit margins, and strengthen quality control, and expand the scope of Company's object to include the manufacturing, assembling, processing, and fabrication of telecommunication and electronic products, components, and related infrastructure, the Members of the Company, pursuant to a Special Resolution passed through Postal Ballot on December 18, 2025, approved the alteration of the Main Objects Clause of the Memorandum of Association by inserting a new sub-clause under Clause III(A).

The aforesaid amendment enables the Company to undertake the business of manufacturing, assembling, processing, designing, developing, trading, importing, exporting, buying, selling, marketing and dealing in all kinds of electronic and telecommunication products, appliances and their components including but not limited to tempered glass, cover glass, screen protectors and related spare parts and materials, and to provide services including consultancy or otherwise in connection with the aforesaid products and activities.

The aforesaid amendment to the Main Objects Clause is an enabling provision and did not result in any change in the nature of business carried on by the Company during the Financial Year 2025-26.

10. MATERIAL CHANGES AND COMMITTMENT

There were no material changes and commitments affecting the financial position of the Company that have been occurred between the end of the financial year to which these financial statements relate and the date of this Report.

11. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER MATTERS PROVIDED UNDER SECTION 178(3) OF THE ACT

In adherence to Section 178(1) of the Act and Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee **("NRC")**, the Board of Directors of the Company has approved and adopted a policy on appointment of Directors, Key Managerial Personnel **("KMP")** and Senior Management Personnel and other employees and their remuneration including criteria for determining qualifications, positive attributes, independence and other matters as provided under Section 178(3) of the Act. Extract of the

Nomination and Remuneration Policy of the Company is given under **Annexure-2** forming part of this Report. This Policy is also available on the website of the Company at _https://www.optiemus.com/policies/Nomination_And_Remuneration_Policy.pdf_.

12. WEB-LINK OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134 of the Act, the Annual Return of the Company for the Financial Year 2025-26 is available on the website of the Company at _https://www.optiemus.com/annual-return.html_.

13. MEETINGS OF BOARD OF DIRECTORS

During the Financial Year 2025-26, the Board of Directors duly met 6 (Six) times and the Board Meetings were held on May 14, 2025, May 26, 2025, August 14, 2025, August 28, 2025, November 14, 2025, and February 13, 2026, in compliance with the requirements of the Act & Secretarial Standards issued by the Institute of Company Secretaries of India. Detailed information on Board Meetings is given under Corporate Governance Report forming part of this Annual Report.

14. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 134(3)(c) and Section 134(5) of the Act, to the best of their knowledge and ability, the Directors of the Company hereby confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) the Directors 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 and loss of the company for that period;

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

(iv) the Directors have prepared the annual accounts on a going concern basis;

(v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

During the Financial Year 2025-26, the Company made investments in the equity shares of its subsidiaries and also provided Corporate Guarantees on behalf of its subsidiary, in compliance with the provisions of Section 186 of the Act. The details thereof are provided under Note No(s). 5(a) and 35(b), respectively, to the standalone financial statements.

Further, the Company did not grant any loan or provide any security during the financial year.

16. RISK MANAGEMENT FRAMEWORK

The Company has established a Risk Management Framework to identify, assess, monitor and mitigate risks that may affect the achievement of its strategic and business objectives. The Board of Directors oversees the Company's risk management framework through the Risk Management Committee, which is responsible for formulating, implementing and periodically reviewing the Risk Management Policy. The Policy provides a structured approach for identifying risks and opportunities, evaluating them based on their likelihood and potential impact, and implementing appropriate mitigation strategies. Key risks identified across various business functions are reviewed periodically, and suitable mitigation measures are undertaken to manage such risks effectively.

The Audit Committee provides oversight in respect of financial risks, internal financial controls and related compliance matters. The Company's internal control systems commensurate with the nature and size of its business and are reviewed periodically to ensure their adequacy and effectiveness. These systems are periodically evaluated by the Internal Auditors and Statutory Auditors and significant audit observations along with corrective actions taken thereon are placed before the Audit Committee.

The Risk Management Policy is available on the website of the Company at *https://www.optiemus.com/policies/Risk_Management_Policy.pdf* . The composition and other details of the Risk Management Committee are provided in the Corporate Governance Report forming part of this Annual Report.

17. CORPORATE SOCIAL RESPONSIBILITY

The Company's Corporate Social Responsibility **("CSR")** initiatives are guided by its CSR Policy framed in accordance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is available on the website of the Company at *https://www.optiemus.com/policies/CSR_Policy.pdf*.

The Annual Report on the Company's CSR activities, including the composition of the CSR Committee, as required under Sections 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014, forming part of this Report as **Annexure-3**.

18. DISCLOSURE ON ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM

In accordance with the provisions of Section 177(9) & (10) of the Act read with rules made thereunder and Regulation 22 of SEBI Listing Regulations, the Company has established Vigil / Whistle Blower Mechanism and formulated a Vigil Mechanism / Whistle Blower Policy which aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud, reporting of instance(s) of leak or suspected leak of Unpublished Price Sensitive Information **("UPSI")** and any conduct that results in violation of the Code(s) of Conduct or policy.

This mechanism aims to ensure that the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. The said Policy is also available on the Company's website at *https://www.optiemus.com/policies/Vigil_Mechanism_Whistle_Blower_Policy.pdf* .

During the financial year under review, no Director and Employee have been denied access to the Chairman of the Audit Committee.

19. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP")

The Board of Directors comprises eminent professionals possessing rich and diverse experience, who provide strategic direction, guidance and effective oversight to the affairs of the Company.

The details of the Board and its Committee's composition, tenure of Directors, and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

a. Change in Directors and KMP

During the financial year 2025-26, the following changes took place in the composition of Board of Directors:

- Mr. Naresh Kumar Jain (DIN:01281538) ceased to be an Independent Director of the Company from the closure of business hours on October 27, 2025, upon completion of his two consecutive terms of five years each.
- Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 28, 2025, approved the appointment of Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company for a term of three consecutive years, with effect from October 28, 2025 up to October 27, 2028, subject to the approval of the Members. The Members subsequently approved his appointment by way of a Special Resolution passed at the 32nd Annual General Meeting held on September 30, 2025.

Except as stated above, no other changes took place in the composition of Board of Directors and Key Managerial Personnel of the Company.

b. Directors liable to retire by rotation

In accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company, the period of office of atleast two-third of total Directors of the Company shall be liable to retire by rotation, out of which atleast one-third Directors shall retire at every Annual General Meeting **("AGM")**. Hence, this year, Mr. Neetesh Gupta (DIN: 00030782), Non-Executive Director, is liable to retire from the Board by rotation and being eligible, has offered himself for re-appointment at the ensuing AGM. The Board recommends his re-appointment at the ensuing AGM. A resolution seeking Members' approval for his re-appointment along with other required details forms part of the Notice of ensuing AGM.

c. Re-appointment of Independent Directors at the ensuing AGM

The Members, by way of a Special Resolution passed through Postal Ballot on March 28, 2024, appointed Mr. Gauri Shankar (DIN: 06764026) and Mr. Rakesh Kumar Srivastava (DIN: 08896124) as Independent Directors of the Company for a first term of three consecutive years, commencing from April 1, 2024 and ending on March 31, 2027. Accordingly, their present term of office will expire on March 31, 2027.

Therefore, in compliance with the provisions of Section 149, 178 read with Schedule IV of the Act and Regulation 17, 25 of SEBI Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 27, 2026, approved and recommended the re-appointment of Mr. Gauri Shankar (DIN: 06764026) and Mr. Rakesh Kumar Srivastava (DIN: 08896124) as an Independent Directors of the Company for a second term of five consecutive years, commencing from April 1, 2027 up to March 31, 2032 subject to the approval of Members at the ensuing Annual General Meeting.

The Company has received notices in writing from the Members under Section 160 of the Act proposing the candidature of Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava for their respective re-appointments as Independent Directors of the Company.

The details of the Directors proposed to be re-appointed, as required under the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are given in the Notice convening the ensuing AGM.

None of the KMP of the Company is holding office in any other Company as a Key Managerial Personnel.

Further, none of the Directors and KMP of the Company is disqualified under any of the provisions of the Act and SEBI Laws.

20. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming and certifying that they continue to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations and that they are independent from the management in respect of their position as an "Independent Director" in the Company. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

The Board has taken on record the said declarations submitted by the Independent Directors after undertaking due assessment of the veracity of the same. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience (including proficiency) as prescribed under the Act and SEBI Listing Regulations.

21. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of Regulation 25(7) of the SEBI Listing Regulations read with Schedule IV to the Act, the Company periodically conducts Familiarisation Programmes for its Independent Directors to enhance their understanding of the Company's business, industry, operations, business model, governance framework and regulatory environment, thereby enabling them to effectively discharge their duties and responsibilities.

The Familiarisation Programmes include presentations, business and operational updates, interactions with the senior management and functional heads, and periodic updates on significant developments affecting the Company. The Independent Directors are also apprised of changes in the legal and regulatory framework, including amendments to the Act, the SEBI Regulations and other applicable laws, as well as their roles, rights and responsibilities as members of the Board and its Committees.

The details of the Familiarisation Programme for Independent Directors are available on the website of the Company at https://www.optiemus.com/policies/Familiarisation_Programmes_for_Independent_Directors.pdf.

22. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) of the SEBI Listing Regulations, the Board of Directors carried out the annual performance evaluation of the Board as a whole, its Committees, the Chairman and Individual Directors (including Independent Directors) for the Financial Year 2025-26, based on the framework and evaluation criteria recommended by the Nomination and Remuneration Committee **("NRC")**. The Director being evaluated did not participate in the evaluation of his/her own performance. The evaluation was carried out through a structured process comprising detailed questionnaires, feedback and discussions.

The evaluation framework, as approved by the NRC and the Board, covers various aspects including the composition and diversity of the Board, effectiveness of the Board and its Committees, quality of deliberations and decision-making, strategic guidance, governance and compliance oversight, risk management, succession planning, participation and contribution of the Directors, independence of judgment and the effectiveness of the Chairman in providing leadership to the Board.

In accordance with Schedule IV of the Act and the SEBI Listing Regulations, the Independent Directors, at their separate meeting, reviewed the performance of the Non-Independent Directors and the Board as a whole and evaluated the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors.

The NRC reviewed the outcome of performance evaluation of individual directors, while the Board reviewed the overall outcome of the performance evaluation of the Board, its Committees, the Chairman and the Individual Directors. The Board was satisfied that the Board, its Committees, the Chairman and the Individual Directors continued to function effectively and discharge their respective roles and responsibilities in accordance with the highest standards of corporate governance and their performance was found to be satisfactory.

23. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES

The Statement of Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a statement containing, inter alia, the names of top ten employees in terms of remuneration drawn are provided under **Annexure-4** to this Report.

24. AUDITORS

a) Statutory Auditors and their report

At the 29th AGM of the members of Company held on September 29, 2022, M/s. Mukesh Raj & Co., Chartered Accountants, (Firm Registration No. 016693N), were re-appointed as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years until the conclusion of 34th Annual General Meeting to be held in the year 2027 pursuant to the provisions of

Section 139 of the Act read with rules made thereunder.

The Statutory Auditors' Reports for the financial year 2025-26 is enclosed with the financial statements of the Company forming part of this Annual Report. The Auditors' Reports do not contain any qualifications, reservations or adverse remarks or disclaimers. The observations/emphasis made by Statutory Auditors in their reports on standalone and consolidated financials are self-explanatory and therefore, do not call for any further comments.

During the financial year under review, no frauds were reported by the Statutory Auditors under Section 143(12) of the Act.

b) Secretarial Auditors and their report

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 of SEBI Listing Regulations, and based on the recommendations of the Audit Committee and the Board of Directors, the Members of the Company, at the 32nd Annual General Meeting held on September 30, 2025, approved the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries (Peer Reviewed Firm), as the Secretarial Auditors of the Company for a term of five consecutive years, commencing from the Financial Year 2025-26.

Pursuant to the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Secretarial Audit Report of the Company for the Financial Year 2025-26, issued by M/s. S.K. Batra & Associates in Form No. MR-3, forms part of this Report as **Annexure-5**.

Further, there was no qualification, reservation, adverse remark or disclaimer made by the Secretarial Auditors in their Report.

Annual Secretarial Compliance Report

In compliance with Regulation 24A(2) of the SEBI Listing Regulations, the Annual Secretarial Compliance Report for the Financial Year 2025-26, issued by M/s. S.K. Batra & Associates, Secretarial Auditors, has been submitted to the National Stock Exchange of India Limited and BSE Limited.

c) Secretarial Audit Report of Material Unlisted Subsidiaries

The Secretarial Audit Reports of Company's material unlisted subsidiaries namely Optiemus Electronics Limited **("OEL")**, GDN Enterprises Private Limited **("GDN")** and Bharat Innovative Glass Technologies Private Limited **("Bigtech")** for the financial year 2025-26, as issued by their respective Secretarial Auditors in Form MR-3 (including observations) are annexed to this Report as **Annexure-6**, **Annexure-7** and **Annexure-8** respectively.

d) Cost Auditors and maintenance of cost records

During the year, the maintenance of cost records and requirement of cost audit thereof as specified under Section 148 of the Act was not applicable to the Company. Hence, the appointment of Cost Auditor is also not applicable to the Company.

25. DETAILS OF COMPLAINTS UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company upholds a zero tolerance approach towards sexual harassment at the workplace and is committed to provide a safe, secure and harassment-free workplace and endeavours to maintain an environment that is free from discrimination and sexual harassment.

The Company has adopted a Policy on Prevention of Sexual Harassment at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been constituted to ensure implementation of and compliance with the provisions of the said Act and to consider and redress complaints of sexual harassment. The Policy covers all employees of the Company, including permanent, contractual, temporary employees and trainees.

The Company periodically conducts awareness and sensitisation programmes for employees across the organisation on the Policy and the provisions of the Act.

During the Financial Year 2025–26, no complaint of sexual harassment was received under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Accordingly, no complaint was disposed of during the year, and no complaint remained pending for more than ninety days as on March 31, 2026.

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

The information as required under Section 134 (3)(m) of the Act read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2026 is given below:

A. Conservation of Energy:

i. **The steps taken or impact on conservation of energy:** The Company is engaged in the business of wholesale trading of telecommunication and allied products. Considering the nature of business of the Company, energy does not constitute a significant component of the Company's operating costs. Nevertheless, the Company, wherever possible and feasible, continues to undertake measures aimed at promoting energy conservation and minimising power consumption.

The Company continues to adopt energy-efficient practices in its office and warehouse wherever feasible, with a view to optimise energy consumption.

ii. **The steps taken by the Company for utilising alternate sources of energy:** Considering the nature of business of the Company, it has not adopted any alternate source of energy during the financial year. However, the Company has undertaken the following measures for conservation of energy:

- Conducting employee awareness drives and displaying energy conservation messages at prominent locations within the office premises;
- Advocating switching off lights, air conditioners, computers and other electrical equipment, when not in use and optimize air-conditioning temperature settings to reduce energy consumption; and
- Installation and use of various energy efficient equipment, wherever feasible.

iii. **The capital investment on energy conservation equipments:** Considering the nature of Company's business operations and its normal level of energy consumption, no significant capital investment was made on energy conservation equipment during the financial year.

B. Technology Absorption: Considering the nature of the Company's business operations, the particulars relating to technology absorption are not applicable. Accordingly, the following disclosures are not applicable to the Company during the financial year:

i. The efforts made towards technology absorption;

ii. The benefits derived like product improvement, cost reduction, product development or import substitution;

iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

C. **Expenditure incurred on Research and Development:** During the year, no expenses have been incurred by the Company on Research and Development activities.

D. **Foreign Exchange Earnings and Outgo:**

i. The Foreign Exchange earned in terms of actual inflows during the year: NIL

ii. The Foreign Exchange Outgo during the year in terms of actual outflows: NIL

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS WITH RELATED PARTIES

All related party transactions are placed before the Audit Committee and/or the Board, for their approval, wherever required in accordance with the applicable provisions of the Act and SEBI Listing Regulations. Pursuant to the provisions of the Act and SEBI Listing Regulations, prior omnibus approval of the Audit Committee has been obtained for such related party transactions that are repetitive in nature and are foreseen.

During the financial year, the Company has not entered into any materially significant related party contracts, arrangements or transactions with its Promoters, Directors, Key Managerial Personnel or their relatives, which could have had a potential conflict with the interests of the Company. All the contracts, arrangements and transactions entered into by the Company with its related parties were in the ordinary course of business and on arm's length basis and were in compliance with the provisions of the Act and SEBI Listing Regulations.

Accordingly, the disclosure of particulars of contracts or arrangements with related parties in the prescribed **Form No. AOC-2** is not applicable to the Company for the financial year 2025-26 and hence, does not form part of this Report.

Pursuant to Regulation 23(9) of SEBI Listing Regulations, the Company has submitted the disclosures of related party transactions to the Stock Exchanges every half year.

In this regard, related party transactions have been disclosed under Note No. 28 of the Notes to the Standalone Financial Statements of the Company, in accordance with the applicable Indian Accounting Standards.

The policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is available on the website of the Company at *https://www.optiemus.com/policies/Policy_on%20Materiality_of_Related_Party_Transactions_and_Dealing_with_Related_Party_Transaction.pdf* .

28. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, no significant and material order has been passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

29. EMPLOYEE STOCK OPTION SCHEME

The Company has in place the Optiemus Employee Stock Option Scheme - 2016 **("ESOP Scheme")**, which is in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **("SEBI SBEB Regulations")**. Further, there was no change in the ESOP Scheme during the year.

During the financial year 2025-26, no options were granted, vested, exercised, cancelled or lapsed under the ESOP Scheme. Further, no options were outstanding as at March 31, 2026. Accordingly, the disclosures prescribed under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 read with Part F of Schedule I to the SEBI SBEB Regulations, are not applicable.

A certificate from the Secretarial Auditor, certifying that the ESOP scheme has been implemented in accordance with the provisions of SEBI SBEB Regulations and in accordance with the resolution passed by the members of the Company, as required under Regulation 13 of SEBI SBEB Regulations, has been placed on the website of the Company at *https://www.optiemus.com/pdf/OIL_ESOP_Certificate_2026.pdf* and the same will also be available for inspection by the Members, electronically, from the date of circulation of Notice of this AGM until the conclusion of the AGM of the Company.

30. CREDIT RATING

During the financial year 2025–26, no new credit rating was obtained by the Company. In March 2025, ICRA Limited had assigned [ICRA] BBB- (Stable) to the Company's long-term facilities and [ICRA] A3 to its short-term facilities, which remained applicable during the financial year 2025–26.

Subsequent to the closure of the financial year 2025–26, the Company shifted its credit rating agency from ICRA Limited to CRISIL Ratings Limited. CRISIL Ratings Limited has assigned a long-term credit rating of CRISIL BBB/Stable and a short-term credit rating of CRISIL A3+ to the proposed Bank Loan Facilities of the Company. The ratings assigned by CRISIL Ratings Limited represent an upgrade from the previous ratings of [ICRA] BBB- (Stable) and [ICRA] A3, respectively.

31. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial controls **("IFC")** with reference to the Financial Statements, commensurate with the size and nature of its business. These controls are designed to ensure reliability of financial reporting, accuracy and completeness of accounting records, safeguarding of assets, prevention and detection of frauds and errors, and compliance with applicable policies and procedures.

The Company has established a well-defined Governance, Risk & Compliance **("GRC")** Framework, supported by comprehensive policies and Standard Operating Procedures. The Company's Enterprise Resource Planning (ERP) platform and GRC systems facilitate role-based access and authority for business and functional teams, thereby supporting smooth operations across the organisation. The IFC framework enables the Company to operate in an orderly and effective manner by ensuring adherence to applicable policies and procedures, safeguarding of assets, prevention and detection of frauds and errors, maintenance of accurate and complete accounting records, and timely preparation of reliable financial information.

Further, the reports of the Internal Auditors are submitted to the Audit Committee on a quarterly basis. The Audit Committee reviews the performance and effectiveness of the internal audit function and ensures that appropriate checks and balances are incorporated into the control system. The Audit Committee, in consultation with the Internal Auditors, reviews and monitors the major financial risk exposures of the Company.

32. CORPORATE GOVERNANCE

The Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed and its practices are aligned with its philosophy of Good Corporate Governance. The Company believes that good corporate governance is the basis for sustainable growth of the business and effective management of relationships among constituents of the system and always works towards strengthening this relationship through corporate fairness, transparency and accountability. The Company gives prime importance to reliable financial information, integrity, transparency, fairness, empowerment and compliance with the applicable laws in letter and spirit.

M/s. S.K. Batra & Associates, Practicing Company Secretaries, have certified that the Company has complied with the mandatory requirements of corporate governance as stipulated in the SEBI Listing Regulations. The said certificate is annexed to this Report as **Annexure-9**.

Further, pursuant to SEBI Listing Regulations, a separate section titled 'Corporate Governance' has been included in this Annual Report.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year ended March 31, 2026, as stipulated under Regulation 34(2)(e) of the SEBI Listing Regulations, is given under a separate section and forms part of this Annual Report.

34. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report for the year ended March 31, 2026, as stipulated under Regulation 34(2)(f) of the SEBI Listing Regulations, is given under a separate section and forms part of this Annual Report.

35. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the financial year 2025–26, neither any application was made nor any proceeding was pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

36. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the financial year 2025–26, there was no instance of one-time settlement with any Bank or Financial Institutions.

37. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THERE AS ON THEREOF

Not Applicable

38. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has duly complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

39. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

During the year, the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961 and has policies, systems and processes in place to ensure ongoing compliance.

40. ACKNOWLEDGEMENT

The Board of Directors wish to express its sincere appreciation for the co-operation and assistance received from the Regulatory Authorities, Stakeholders and other business associates who have extended their valuable support and encouragement during the year.

The Board of Directors acknowledge the hard work, dedication, commitment and co-operation of the employees of the Company. The enthusiasm and unstinting efforts of the employees, stakeholders, have enabled the Company to continue being a leading player in the Telecom and allied products Industry.

On behalf of the Board of Directors
For Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN: 00277434

Date: August 27, 2026
Place: Noida (U.P.)

Annexure-1

Form No. AOC-1

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(₹ in Lakhs)
(USD in Actuals)

Sr. No.	Particulars	31st March 2026	31st March 2026	31st March 2026	31st March 2026	31st March 2026	31st March 2026	31st March 2026
1	Name of the Subsidiary	**Optiemus Electronics Limited**	**GDN Enterprises Private Limited**	**Bharat Innovative Glass Technologies Private Limited**	**Optiemus Unmanned Systems Private Limited**	**Troosol Enterprises Private Limited**	**FineMS Electronics Private Limited**	**Optiemus Infracom (Singapore) Pte. Ltd.**
2	Date since when subsidiary was acquired	29.01.2016	31.03.2022	04.10.2023	21.06.2024	13.11.2019	09.07.2016	05.10.2011
3	Reporting period of the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4	Reporting Currency	INR	INR	INR	INR	INR	INR	USD
5	Exchange Rate (in INR)	-	-	-	-	-	-	94.6543
6	Share Capital	1,932.18	643.38	16,266.40	250.00	1.00	100	22,90,020
7	Reserves & Surplus	17,591.95	18,148.47	(1,040.19)	(954.42)	(7.17)	(100)	(13,48,774)
8	Total Assets	68,777.35	58,098.36	34,817.97	847.38	0.12	-	11,09,671
9	Total Liabilities	49,254.46	39,306.51	19,591.76	1,551.81	6.29	-	1,68,425
10	Investment	-	-	-	-	-	-	-
11	Turnover	54,140.26	57,738.39	-	33.16	-	-	35,33,836
12	Profit/Loss before Taxation	2,767.77	2,626.09	(751.46)	(597.62)	(0.82)	-	9,21,854
13	Provision for Taxation	(753.61)	(988.73)	-	149.16	-	-	(1,56,700)
14	Profit/Loss after Taxation	2,014.17	1,637.36	(751.46)	(448.46)	(0.82)	-	7,65,154
15	Proposed Dividend	-	-	-	-	-	-	-
16	% of Shareholding	100%	100%	70%	100%	60%	60%	100%

Part "A": Subsidiaries

(₹ in Lakhs)
(USD in Actuals)

Sr. No.	Particulars	31st March 2026	31st March 2026	31st March 2026	31st March 2026	31st March 2026
1	Name of the Subsidiary	***Optiemus Display Technology Private Limited**	***Optiemus Vision Technology Private Limited**	***Optiemus Micro Electronics Private Limited**	***XO Ventures Private Limited**	***The Factory Private Limited**
2	Date since when subsidiary was acquired	22.07.2025	22.07.2025	04.08.2025	15.10.2025	19.12.2025
3	Reporting period of the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.
4	Reporting Currency	INR	INR	INR	INR	INR
5	Exchange Rate (in ₹)	-	-	-	-	-
6	Share Capital	1.00	1.00	1.00	1.00	1.00
7	Reserves & Surplus	(8.92)	(11.88)	(10.88)	(4.24)	(1.07)
8	Total Assets	4.58	1.62	2.62	405.43	0.93
9	Total Liabilities	12.50	12.50	12.50	408.67	1.00
10	Investment	-	-	-	-	-
11	Turnover	-	-	-	-	-
12	Profit/Loss before Taxation	(8.92)	(11.88)	(10.88)	(4.24)	(1.43)
13	Provision for Taxation	-	-	-	-	0.36
14	Profit/Loss after Taxation	(8.92)	(11.88)	(10.88)	(4.24)	(1.07)
15	Proposed Dividend	-	-	-	-	-
16	% of Shareholding	100%	100%	100%	100%	65%

**Incorporated during the year.*

1. **Name of Subsidiaries which are yet to commence operations:**
   a. Bharat Innovative Glass Technologies Private Limited
   b. Optiemus Display Technology Private Limited
   c. Optiemus Vision Technology Private Limited
   d. Optiemus Micro Electronics Private Limited
   e. XO Ventures Private Limited
   f. The Factory Private Limited

2. **Name of Subsidiaries which have been liquidated or sold during the year:** None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in ₹ Lakhs expect No. of Equity Shares)

S. No.	Name of Associate/Joint Venture	Teleecare Network India Private Limited (Associate)	WIN Technology (Joint Venture)
1.	Latest audited Balance Sheet Date	31.03.2026	31.03.2026
2.	Date on which the Associate/ Joint Venture was associated or acquired	30.03.2017	2016–17
3.	Shares of Associate/Joint Ventures held by the company on the year end:		
	a. Number of Equity Shares	1,59,34,200	N.A.
	b. Amount of Investment in Associates/Joint Venture	8,131.22	*-
	c. Extent of Holding %	46.22%	90%
4.	Description of how there is significant influence	Through Shareholding	Through Contribution
5.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	4,004.46	198.25
7.	Profit/Loss for the year		
	i. Considered in Consolidation	1,444.44	(7.38)
	ii. Not Considered in Consolidation	1,680.69	-

** Net of provision for diminution in value of ₹ 361.12 Lakhs.*

1. **Names of associates or joint ventures which are yet to commence operations:** None
2. **Names of associates or joint ventures which have been liquidated or sold during the year:** None

On behalf of the Board of Directors
For Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN: 00030782

Date: May 30, 2026
Place: Noida (U.P.)

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Annexure-2

Extract of Nomination & Remuneration Policy

Appointment, re-appointment and removal of Director, KMP and Senior Management

i) Appointment criteria and qualifications

a. Qualification & Expertise

- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a candidate are sufficient and satisfactory for the concerned position/role.
- The Committee shall evaluate and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b. Age Limit

- The Company shall not appoint or continue the employment of any person as Whole-Time Director or Managing Director or Manager who is below the age of twenty one years or has attained the age of seventy years.

  Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- The Company shall not appoint or continue the directorship of any person as Non-Executive Director who has attained the age of seventy five years.

Provided that the term of the person holding this position may be extended beyond the age of seventy five years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy five years.

Provided further that the Company shall ensure compliance in such case at the time of appointment or re-appointment or any time prior to attaining the age of seventy-five years by the non-executive director.

However, there is no such requirement specified for appointment of Senior Management Personnel.

ii) Term of appointment:

a) Managing Director/Whole-Time Director:

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of their term.

b) Independent Director:

i. Any person to become Independent Director must comply the terms of qualification as defined under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations.

ii. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, in terms of Companies Act, 2013 and rules made thereunder.

iii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

iv. The appointment, re-appointment or removal of an independent director of the Company, shall be subject to the approval of shareholders by way of a special resolution.

v. At the time of appointment and during the tenure of Independent Director, it should be ensured that number of listed entities on which such person serves as an Independent Director is restricted to seven; and in case such person is serving as a Whole-time Director/Managing Director in any listed company the number of listed entities on which such person serves as an Independent Director is restricted to three.

iii) Evaluation

For Directors, Chairperson, Board and its Committees

The Committee shall specify the manner for effective evaluation of performance of Board, its Committees, Individual Directors and Chairperson of the Company, to be carried out by the Nomination and Remuneration Committee and Board, on annual basis, as required under Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

Also, the Committee shall carry out effective evaluation of performance of every Director and Chairperson of the Company. The Board of Directors as a whole shall also evaluate the performance of its own, its various committees and Individual Directors and Chairperson.

The Board/ Committee may take advice of an independent professional consultant for developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters.

For Independent Directors

Evaluation of Independent Directors shall be carried on by the entire Board of the Company annually except the Director getting evaluated. The criteria for evaluation of performance of Independent Directors should be in the format as laid down below:

Name of the Director:

Rating (1 to 5)

Criteria for Evaluation	Sub Criteria for Evaluation	Rating
Independence	Independence from the Company and other Directors there	
	Whether the person exercises his/her own judgement and voices opinion freely	
Attendance	Attendance and contribution at Board and Committee meetings	
Based on in general knowledge, skills and job profile	His/her stature, appropriate mix of expertise, skills, behaviour, experience, sense of sobriety and understanding of business, strategic direction to align company's value and standards.	
	His/her knowledge in the area of expertise, business operations, processes and Corporate Governance.	
Based on Responsibilities & Obligations	His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.	
	Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.	

Criteria for Evaluation	Sub Criteria for Evaluation	Rating
	Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board and fulfils the functions as assigned to him/her by the Board and the law.	
	Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.	
	His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.	
Based on overall understanding of the Company goals and performances	Quality of decision making on source of raw material/ procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.	
	His/her ability to monitor the performance of management and satisfy himself/herself with integrity of the financial controls (Including conflict of interest disclosures, maintenance of confidentiality etc.) and systems in place by ensuring right level of contact with external stakeholders.	
Based on Team Performance	His/her contribution to enhance overall brand image of the Company.	

Rating Scale: 5 – Excellent, 4 – Very Good, 3 – Good, 2 – Average, 1 – Below Average

Procedure to rate the performance

Based on evaluation criteria, the Nomination and Remuneration Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum 1 and maximum 5 score points, the rating 1 being least effective and 5 being most effective. Based on the ratings of performance evaluation, the Committee can recommend to the Board whether to extend or continue the term of appointment of Independent Directors or to introduce new candidate as a member of the Board or retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

iv) Removal

In the event of falling under any ground of disqualification or vacation mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the applicable Act, rules and regulations.

v) Retirement

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to such approvals as required under the relevant laws.

Remuneration for the Directors, KMP, Senior Management Personnel and other employees

i. General

a) The remuneration / compensation / commission etc. to the Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for its approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.

b) The remuneration and commission to be paid to the Directors shall be in accordance with the percentage / slabs / conditions laid down in the provisions of the Act.

c) Increments to the existing remuneration / compensation structure may be recommended by the Nomination and Remuneration Committee to the Board which should be within the slabs approved by the shareholders in the case of Directors/Managers and Managerial Persons.

d) Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Independent Directors, Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

e) The Directors, KMP and Senior Management excluding Independent Directors shall be entitled to stock option of the Company and such other eligible employees as approved by the Committee.

ii. Remuneration and Sitting Fees

a. For Executive and Non-Executive Directors, KMP & Senior Management

✓ **Fixed pay**

The Executive Directors/ Non-Executive Directors/ KMP and Senior Management shall be eligible for a monthly remuneration or at a specified percentage of the net profits of the company or partly by one way and partly by the other, as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required.

✓ **Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors or Manager, in accordance with the provisions of Schedule V of the Act.

✓ **Provisions for excess remuneration**

If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without approval required under section 197 of the Act, he / she shall refund such sums to the Company, within two years or such lesser period as may be allowed by the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the members of the Company by special resolution within two years from the date the sum becomes refundable.

✓ **Other Fees**

A Director may receive remuneration by way of fee for attending meetings of Board and Committee thereof or for any other purpose whatsoever as may be decided by the Board. Provided that the amount of such fees shall not exceed ₹ 1,00,000 per meeting of the Board or Committee thereof.

✓ **Commission**

Subject to the provisions of Section 197 of Act, any Director who is in receipt of any commission from the company and who is a Managing or Whole-time Director of the Company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company subject to its disclosure by the Company in its Board's report.

b. **For Independent Directors**

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

c. **Remuneration of other employees**

Apart from the Directors, KMP and Senior Management, the qualification, expertise, experience of other employees shall be determined by HR Department in accordance with HR Policy of the Company. The annual increments to the remuneration paid to other employees shall be determined based on the annual/ periodical appraisal carried out by the HR Department.

The entire policy is available on the website of the Company under the web link *https://www.optiemus.com/policies/Nomination_And_Remuneration_Policy.pdf.*

Annexure-3

ANNUAL REPORT ON CSR ACTIVITIES

{Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014}

1. Brief Outline on CSR Policy of the Company

The Corporate Social Responsibility **("CSR")** Policy of the Company, as formulated by the CSR Committee and approved by the Board of Directors, is in accordance with the provisions of Section 135 of the Companies Act, 2013 **("the Act")** read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Policy of the Company is designed to undertake and support CSR activities in alignment with the areas specified under Schedule VII of the Act, as may be amended from time to time, with an overarching objective of contributing towards sustainable development and the well-being of society.

During the Financial Year 2025–26, the Company has undertaken CSR activities primarily in the area of promotion of education, including support for educational initiatives and distribution of learning resources to beneficiaries, in accordance with the approved Annual Action Plan.

The detailed CSR Policy is available on the website of the Company at *https://www.optiemus.com/policies/CSR_Policy.pdf* under Investor Relations Section.

2. Composition of CSR Committee

The composition of CSR Committee formed in accordance with the provisions of Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is as under:

S. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	*Mr. Naresh Kumar Jain	Independent Director (Chairman)	1	1
2.	#Mr. Vishal Rajpal	Independent Director (Chairman)	N.A.	N.A.
3.	Mr. Rakesh Kumar Srivastava	Independent Director (Member)	1	1
4.	Mr. Neetesh Gupta	Non-Executive Director (Member)	1	-

**Ceased to be Chairman of the Committee w.e.f. October 27, 2025.*

#Appointed as Chairman of the Committee w.e.f. October 28, 2025.

During the Financial Year 2025–26, 1 (One) meeting of CSR Committee was held on 28th August, 2025.

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

3. **Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors are disclosed on the website of the Company**

   The Composition of CSR Committee and CSR policy and CSR projects approved by the Board of Directors are available on the website of the Company at the following links:

   https://www.optiemus.com/boardcommittees.html, *https://www.optiemus.com/policies/CSR_Policy.pdf* and *https://www.optiemus.com/csr-annual-action-plan.html*, respectively.

4. **Executive summary along with web-links of Impact assessment of CSR projects carried out in pursuance to sub-rule 3 of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.**

   The average CSR obligation of the Company in the three immediately preceding financial years was less than ₹ 10 Crore, hence, the provisions relating to the impact assessment under sub rule 3 of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

5. a) **Average net profit of the Company as per sub-section (5) of Section 135:** ₹ 3,210.78 Lakhs

   b) **Two percent of average net profit of the Company as per sub-section (5) of Section 135:** ₹ 64.22 Lakhs

   c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil

   d) **Amount required to be set-off for the financial year, if any:** Nil

   e) **Total CSR obligation for the financial year [(b) + (c) – (d)]:** ₹ 64.22

6. a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 65.00 Lakhs

   b) **Amount spent in Administrative overheads:** Nil

   c) **Amount spent on Impact Assessment, if applicable:** Not Applicable

   d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** ₹ 65.00 Lakhs

   e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year 2025-26 (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
65.00	Not Applicable				

   f) **Excess amount for set-off, if any**

Sr. No.	Particulars	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	64.22
(ii)	Total amount spent for the Financial Year	65.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.78
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	*NIL

** The Board of Directors has decided not to carry forward the aforesaid excess amount of ₹ 0.78 Lakhs for set-off against CSR obligations of subsequent financial years and the same has been treated as voluntary expenditure.*

7. **Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	2024-25	NIL						
2.	2023-24							
3.	2022-23							

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5):** Not Applicable

Date: May 14, 2026
Place: Noida (U.P.)

Ashok Gupta
Executive Chairman
DIN: 00277434

Vishal Rajpal
Chairman of CSR Committee
DIN: 00864403

Annexure-4

A. Disclosure on remuneration pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Ratio of the remuneration of each director to the median remuneration of the **employees of the Company for the financial year	Mr. Ashok Gupta, Chairman & Whole-time Director – 1:18*
The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Director & Company Secretary or Manager, if any in the financial year	Nil
The Percentage increase in Median remuneration of employees in a financial year	28%
The number of permanent employees on rolls of the Company	43
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase already made in the salaries of employees other than Managerial Personnel of the Company during the financial year: 6.35% Average percentile increase in Managerial Personnel of the Company during the financial year: Nil
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.	

**Only Mr. Ashok Gupta, Whole-time Director, designated as Executive Chairman, received remuneration from the Company. The Non-Executive Director does not draw any salary, and the Independent Directors are compensated only through sitting fees. Accordingly, only the ratio of remuneration of Mr. Ashok Gupta to the median remuneration of the employees of the Company for the financial year is mentioned.*

***Excluding Executive Director, Chief Financial Officer and Company Secretary.*

B. Disclosure in terms of remuneration drawn as per Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- Details of the top ten employees in terms of remuneration drawn

Name of Employees	Mr. Ashok Gupta	Mr. Vrajesh Shelat	Mr. Parveen Sharma	Mr. Jitendra Kishore Sampat	Mr. Vinay Kumar	Mr. Vikas Chandra	Mr. Kush Srivastava	Mr. Ankit Gupta	Mr. Rohit Gupta	Mr.Dhirendra Rambali Singh
Designation	Executive Chairman	President-New Projects (Operations)	Chief Financial Officer	General Manager	Assistant Vice President	Company Secretary	Legal Head	Senior Manager-Legal	Manager-Finance	Senior Branch Manager-Sales
Remuneration (CTC Per annum in Lakhs)	90.00	59.78	37.56	26.18	23.78	20.99	20.78	17.78	16.74	14.78
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	Graduate	Bachelor of Civil Engineering, MBA- State University of New York, USA	MBA in Finance	MBA in Marketing	MBA in Marketing	CS, Post Graduate in Financial Management	LLM	L.L.B. and CS	Chartered Accountant	Bachelor in Arts
Experience (In Years)	46	31	33	31	22	18	14	13	3	22
Date of joining	05-01-2009	01-06-2024	24-04-2019	02-02-2026	28-11-2025	01-10-2008	02-05-2025	17-11-2023	25-07-2023	15-06-2009
Age (in years)	67	53	58	53	45	46	37	40	26	50
Last employment	-	Jaina India Private Limited	International Value Retail Private Limited	Opulence Venture	Shivalik Communications Private Limited	SKP & Co., Company Secretaries	Valvoline Cummins Private Limited	Color Plast Systems Private Limited	Optiemus Electronics Limited	Bharti Airtel Limited
Percentage of equity shares	6.49%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relation to Board of Directors	Relative of Mr. Neetesh Gupta, Non-Executive Director	None	None	None	None	None	None	None	None	None

Except Mr. Ashok Gupta, none of the above employees holds by himself/herself or along with his/her spouse and dependent children more than 2% of the paid-up capital of the Company.

Annexure-5

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

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

To
The Members
Optiemus Infracom Limited
K-20, IInd Floor, Lajpat Nagar-II,
New Delhi-110024

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Optiemus Infracom Limited** (hereinafter called **"the Company"**) for the Financial Year ended 31st March, 2026. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2026, to the extent applicable, according to the provisions of:

i. The Companies Act, 2013 ("the Act") and rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996, The SEBI (Depositories and Participants) Regulations, 2018 and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India (SEBI) Act, 1992 to the extent applicable:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the financial year 2025-26);**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 **(Not applicable to the Company during the Financial Year 2025-26, since the Company is not registered as RTA with SEBI);**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Financial Year 2025-26);**

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable to the Company during the Financial Year 2025-26);**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015.

vi. Other laws i.e. Fiscal law, Corporate & allied acts, Labour Law & Miscellaneous Acts. Further relying upon the representation made by management of the Company, there are no Sector specific laws which are applicable to the Company.

We have also examined compliance with the applicable Standards/Regulations of the following:

a) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges") in pursuance to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Further, we have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under applicable Act, Rules, Laws and Regulations to the Company with respect to Labour and Environmental Laws. The list of major head or groups of Acts, Rules, Laws and Regulations as applicable to the Company are mentioned below:

1. Employee State Insurance Act, 1948
2. The Payment of Bonus Act, 1965
3. The Maternity Benefit Act, 1961
4. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
5. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959*
6. The Payment of Gratuity Act, 1972
7. The Employees Compensation Act, 1923
8. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
9. The Indian Contract Act,1872

**Repealed w.e.f 21st November, 2025*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder for all the above laws to the extent possible.

We further report that –

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or lesser days subject to obtaining directors' consent of shorter notice as per the provisions of the Act. A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

c) All the decisions at the Board Meetings were carried through by majority while there were no dissenting member's views and hence, not captured and recorded as part of the minutes.

We further report that, compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that, based on review of compliance mechanism established by the Company and heads are taken on record by the Board of Directors at their meeting(s), We have the opinion that there are adequate systems and processes in place which commensurate with size and operations of the Company, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that, during the financial year under review, the following were the event/actions which occurred, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

(a) On 16th July, 2025, the Company has made allotment of **8,15,317 (Eight Lakh Fifteen Thousand Three Hundred Seventeen) Equity Shares** of Face Value of ₹ 10/- (Rupees Ten Only) each fully paid, at an issue price of ₹ 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of ₹ 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), pursuant to the conversion of 8,15,317 (Eight Lakh Fifteen Thousand Three Hundred Seventeen) Fully Convertible Warrants issued on Preferential Basis for an aggregate amount of ₹ 54,80,96,853.25/- (Rupees Fifty-Four Crore Eighty Lakh Ninety Six Thousand Eight Hundred Fifty-Three and Twenty-Five Paise Only) to the persons/entities belonging to the "Promoter & Promoter Group" and "Non-Promoter" category through preferential issue.

(b) On 29th July, 2025, the Company has made allotment of **1,41,318 (One Lakh Forty- One Thousand Three Hundred Eighteen) Equity Shares** of Face Value of ₹ 10/- (Rupees Ten Only) each fully paid, at an issue price of ₹ 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of ₹ 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), pursuant to the conversion of 1,41,318 (One Lakh Forty-One Thousand Three Hundred Eighteen) Fully Convertible Warrants, issued on Preferential Basis for an aggregate amount of ₹ 9,50,01,025.50/- (Rupees Nine Crore Fifty Lakh One Thousand Twenty-Five and Fifty Paisa Only) to the persons/entities belonging to the "Non-Promoter" category.

(c) On 16th December, 2025, the Company has made allotment of 1,67,000 (One Lakh Sixty-Seven Thousand) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid, at an issue price of ₹ 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of ₹ 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), pursuant to the conversion of 1,67,000 (One Lakh Sixty-Seven Thousand) Fully Convertible Warrants issued on Preferential Basis for an aggregate amount of ₹ 11,22,65,750/- (Rupees Eleven Crore Twenty-Two Lakh Sixty-Five Thousand Seven Hundred Fifty Only) to the person/entities belonging to the "Non-Promoter" category.

(d) On 02nd January, 2026, the Company has made allotment of 7,866 (Seven Thousand Eight Hundred Sixty-Six) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid, at an issue price of ₹ 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of ₹ 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), pursuant to the conversion of 7,866 (Seven Thousand Eight Hundred Sixty-Six) Fully Convertible Warrants issued on Preferential Basis for an aggregate amount of up to ₹ 52,87,918.50/- (Rupees Fifty-Two Lakh Eighty-Seven Thousand Nine Hundred Eighteen and Fifty Paise Only) to the persons/entities belonging to the "Non-Promoter" category.

(e) On 16th January, 2026, the Company has made allotment of 3,04,291 (Three Lakh Four Thousand Two Hundred Ninety One) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid, at an issue price of ₹ 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of ₹ 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), pursuant to the conversion of 3,04,291 (Three Lakh Four Thousand Two Hundred Ninety One) Fully Convertible Warrants issued on Preferential Basis for an aggregate amount of ₹ 20,45,59,624.75/- (Rupees Twenty Crore Forty Five Lakh Fifty Nine Thousand Six Hundred Twenty Four and Seventy Five Paise Only to the persons/entities belonging to the "Non-Promoter" category.

For & on behalf of: **S.K. Batra & Associates**
Name of Company Secretary : **Sumit Kumar (Prop.)**
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000905380
Peer Reviewed Unit UIN:7712/2026
FRN: S2008DE794900

Date: 21.07.2026
Place: New Delhi

This Report is to be read with the letter of even date which is annexed as **Annexure-A** and forms an integral part of this Report.

Annexure-A

To
The Members
Optiemus Infracom Limited
K-20, IInd Floor, Lajpat Nagar-II,
New Delhi-110024

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

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

For & on behalf of: **S.K. Batra & Associates**
Name of Company Secretary : **Sumit Kumar (Prop.)**
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000905380
Peer Reviewed Unit UIN:7712/2026
FRN: S2008DE794900

Date: July 21, 2026
Place: New Delhi

Annexure-6

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To
The Members
Optiemus Electronics Limited
K-20, 2nd Floor, Lajpat Nagar, Part-II,
New Delhi-110024

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Optiemus Electronics Limited** (hereinafter called "the Company") for the Financial Year ended **31st March, 2026**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2026, according to the provisions of:–

i. The Companies Act, 2013 ("the Act") and rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **(Not applicable to the Company during the Financial Year 2025–26)**

iii. The Depositories Act, 1996 and The SEBI (Depositories and Participants) Regulations, 2018 and Bye-laws framed thereunder; **(Not applicable to the Company during the Financial Year 2025-26)**

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Financial Year 2025–26)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Not applicable to the Company as the securities of the Company are not listed on any Stock Exchange**

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with the client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

**The Company is a Wholly-Owned Material Subsidiary of Optiemus Infracom Limited ("OIL"), a listed entity. Accordingly, certain employees of the Company have been classified as "Designated Persons" and are governed by the OIL's Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

***Pursuant to Regulation 16 and 24 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations"), the Company is a Material Subsidiary of OIL. Therefore, pursuant to Regulation 24 of SEBI Listing Regulations, an Independent Director of OIL, has also been appointed as an Independent Director on the Board of the Company.*

vi. Compliance with the other laws specifically applicable to the Company, as listed below, has been relied upon based on the representations made by the Company:

a) Employee State Insurance Act, 1948;

b) The Payment of Bonus Act, 1965;

c) The Maternity Benefit Act, 1961;

d) The Factories Act, 1948;

e) The Minimum Wages Act, 1948;

f) The Apprentices Act,1961;

g) The Employees Provident Funds and Miscellaneous Provisions Act, 1952;

h) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;*

i) The Environment Protection Act, 1986 and other Environmental Laws.;

j) The Contract Labour (Regulation & Abolition) Act, 1970;*

k) The Payment of Gratuity Act, 1972;

l) The Employees Compensation Act, 1923;

m) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

n) The Industrial Employment (Standing Orders) Act, 1946 and other applicable labour laws.

o) Equal Remuneration Act, 1976;*

p) The Indian Contract Act, 1872;

q) The Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution Act), 1981.

**Repealed w.e.f 21st November, 2025*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder for all the above laws to the extent possible except as mentioned below:

During the financial year, the Company did not file few returns as prescribed under Labour laws. In addition, certain compliances under the Environmental Laws and the Factories Act were not complied with within the prescribed timelines during the period under review.

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

b) The Listing Agreement entered into by the Company with the Stock Exchanges. **(Not applicable to the Company as the securities of the Company are not listed on any Stock Exchange)**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder for all the above laws to the extent possible.

We further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. There were no changes in the composition of the Board during the period under review.

b) Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes thereon were sent at least seven days in advance (except for meetings conducted at shorter notice after complying with the necessary provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) All the decisions taken during the Board Meetings are carried out unanimously as recorded in the minutes of the meeting. No dissenting views were expressed by any member of the Board on any agenda item during the financial year under review.

We further report that compliance with applicable financial laws, including Direct and Indirect Tax laws, has not been reviewed in this Audit, as these matters are subject to review by the Statutory Auditors and other designated professionals.

We further report that there are adequate systems and processes in the company, commensurate with the size and operations of the company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following specific event/actions took place in the Company, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

(a) On 22nd September, 2025, the Company has allotted 2,46,794 (Two Lakh Forty-Six Thousand Seven Hundred and Ninety-Four) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each at an issue price of ₹ 312/- (Rupees Three Hundred Twelve Only) per equity share (including premium of ₹ 302/- per share), on a rights basis, to Optiemus Infracom Limited (the 'Holding Company'), in compliance with provisions of the Companies Act, 2013 and the applicable rules thereunder.

Note: *Pursuant to the Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 read with Rule 4 of The Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, wholly owned subsidiary company is not required to constitute the following committees:*

- *Audit Committee*
- *Nomination and Remuneration Committee*

Accordingly, as the Company is a wholly owned subsidiary company of Optiemus Infracom Limited, it is not required to constitute the abovementioned committees.

For & on behalf of: **S.K. Batra & Associates**
Name of Company Secretary : Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000962118
Peer Reviewed Unit UIN: 7712/2026
FRN: S2008DE794900

Date: July 28,2026
Place: New Delhi

This report is to be read with **Annexure-A** which forms an integral part of this report.

Annexure-A

To
The Members
Optiemus Electronics Limited
K-20, 2nd Floor, Lajpat Nagar Part-II,
New Delhi-110024

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

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

For & on behalf of: **S.K. Batra & Associates**
Name of Company Secretary : Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000962118
Peer Reviewed Unit UIN: 7712/2026
FRN: S2008DE794900

Date: July 28,2026
Place: New Delhi

Annexure-7

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To
The Members
GDN Enterprises Private Limited
RZ-340A, Gali No. 11D, Kailash Puri Extension,
Palam, New Delhi- 110045

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GDN Enterprises Private Limited** (hereinafter called "the Company") for the Financial Year ended **31st March, 2026**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2026, according to the provisions of :-

i. The Companies Act, 2013 ("the Act") and rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **(Not applicable to the Company during the Financial Year 2025–26)**

iii. The Depositories Act, 1996 and Bye-laws framed thereunder.;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Financial Year 2025–26)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Not applicable to the Company as the securities of the Company are not listed on any Stock Exchange.**

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with the client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**;

j) The SEBI (Depositories and Participants) Regulations, 2018.

**The Company is a Wholly-Owned Material Subsidiary of Optiemus Infracom Limited ("OIL"), a listed entity. Accordingly, certain employees of the Company have been classified as "Designated Persons" and are governed by the OIL's Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Pursuant to Regulation 16 and 24 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015* ***("SEBI Listing Regulations")*, the Company is a Material Subsidiary of OIL for the FY 2025-26. Therefore, pursuant to Regulation 24 of SEBI Listing Regulations, an Independent Director of OIL, has also been appointed as an Independent Director on the Board of the Company.*

vi. Compliance with the other laws specifically applicable to the Company, as listed below, has been relied upon based on the representations made by the Company:

a) Employee State Insurance Act, 1948

b) The Payment of Bonus Act, 1965

c) The Maternity Benefit Act, 1961

d) The Factories Act, 1948

e) The Minimum Wages Act, 1948

f) The Apprentices Act, 1961

g) The Employees Provident Funds and Miscellaneous Provisions Act, 1952

h) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959*

i) The Environment (Protection) Act, 1986 and other Environmental Laws.;

j) The Contract Labour (Regulation & Abolition) Act, 1970*

k) The Payment of Gratuity Act, 1972

l) The Employees Compensation Act, 1923

m) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

n) The Industrial Employment (Standing Orders) Act, 1946 and other applicable labour laws.

o) Equal Remuneration Act, 1976*

p) The Indian Contract Act, 1872;

q) The Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981.

**Repealed w.e.f. 21st November, 2025*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder for all the above laws to the extent possible.

We have also examined compliance with the applicable clauses of the following: –

a) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

b) The Listing Agreement entered into by the Company with the Stock Exchanges. **(Not applicable to the Company as the securities of the Company are not listed on any Stock Exchange).**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. made thereunder for all the above laws to the extent possible.

We further report that:

a) The Board of Directors of the Company is duly constituted with an appropriate balance of Executive and Non-Executive Directors. During the year, no changes in the composition of the Board of Director that took place during the period under review.

b) Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes thereon were sent at least seven days in advance (except for meetings conducted at shorter notice after complying with the necessary provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) All the decisions taken during the Board Meetings are carried out unanimously as recorded in the minutes of the meeting. No dissenting views were expressed by any member of the Board on any agenda item during the financial year under review.

We further report that compliance with applicable financial laws, including Direct and Indirect Tax laws, has not been reviewed in this Audit, as these matters are subject to review by the Statutory Auditors and other designated professionals.

We further report that there are adequate systems and processes in the company, commensurate with the size and operations of the company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following specific event/actions took place in the Company, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

(a) On 16th July, 2025, the Company has increased its authorised capital to ₹ 5,50,00,000/- (Five Crore Fifty Lakh Only) divided into 55,00,000 (Fifty-Five Lakh) equity shares of ₹ 10 (Rupees Ten Only) each, by creating additional 5,00,000 (Five Lakh) Equity shares of ₹ 10/- (Rupees Ten Only) each, ranking pari passu with the existing Equity shares in all respects. Consequently, Clause V of Memorandum of Association of the Company was altered by substituting the existing clause with the following:

"The Authorised Share Capital of the Company is ₹ 5,50,00,000 (Rupees Five Crore Fifty Lakh Only), divided into 55,00,000 (Fifty Five Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each".

(b) On 30th July, 2025, the Company has allotted 6,88,820 (Six Lakh Eighty-Eight Thousand Eight Hundred Twenty) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each, at a price of ₹ 390/- (Rupees Three Hundred Ninety Only) each including premium of ₹380/- (Rupees Three Hundred Eighty Only) per share, on a rights basis to Optiemus Infracom Limited (the 'Holding Company'), in compliance with the Companies Act, 2013 and the applicable rules thereunder.

(c) On 19th February 2026, the Company has increased its authorised capital to ₹ 6,50,00,000/- (Six Crore Fifty Lakh Only) divided into 65,00,000 (Sixty-Five Lakh) equity shares of ₹ 10 (Rupees Ten Only) each by creating additional 10,00,000 (Ten Lakh) Equity shares of ₹ 10/- (Rupees Ten Only) each, ranking pari passu with the existing Equity shares in all respects. Consequently, Clause V of Memorandum of Association of the Company has been altered by substituting the existing clause with the following:

"The share capital of the Company is 6,50,00,000 rupees, divided into 65,00,000 Equity Shares of 10 Rupees-each".

(d) On 24th March, 2026, the Company has allotted 10,25,641 (Ten Lakh Twenty-Five Thousand Six Hundred Forty-One Only) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each, at a price of ₹ 390/- (Rupees Three Hundred Ninety Only) each including premium of ₹ 380/- (Rupees Three Hundred Eighty Only) per share on a rights basis to Optiemus Infracom Limited (the 'Holding Company'), in compliance with the Companies Act, 2013 and the applicable rules thereunder.

Note: *Pursuant to the Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 read with Rule 4 of The Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, wholly owned subsidiary company is not required to constitute the following committees:*

- *Audit Committee*
- *Nomination & Remuneration Committee*

Accordingly, the Company being a wholly owned subsidiary company of Optiemus Infracom Limited, is not required to constitute the abovementioned committees.

For & on behalf of : **S.K. Batra & Associates**
Name of Company Secretary: **Sumit Kumar (Prop.)**
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000962063
Peer Review No.: 7712/2026
FRN: S2008DE794900

Date: July 28, 2026
Place: New Delhi

This report is to be read with **Annexure-A** which forms an integral part of this report.

Annexure-A

To
The Members
GDN Enterprises Private Limited
RZ-340A, Gali No. 11D, Kailash Puri Extension, Palam,
New Delhi- 110045

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

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

For & on behalf of: **S.K. Batra & Associates**
Name of Company Secretary: **Sumit Kumar (Prop.)**
FCS Number: 7714
COP Number: 8072
UDIN: F007714H000962063
Peer Review No.: 7712/2026
FRN: S2008DE794900

Date: 28.07.2026
Place: New Delhi

Annexure-8

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

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

To
The Members
Bharat Innovative Glass Technologies Private Limited
CIN: U23101DL2023PTC420801
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi, India, 110024.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices being followed by **BHARAT INNOVATIVE GLASS TECHNOLOGIES PRIVATE LIMITED** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 **(Audit Period)**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with Annexure 1 attached to this report:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2026** according to the provisions of:

i. The Companies Act, 2013 and the rules made thereunder ('the Act');

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the audit period)**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(to the extent applicable)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable to the Company during the Audit Period)**

b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the Company during the Audit Period)**

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the Audit Period)**

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the Audit Period)**

f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; **Not applicable to the Company during the Audit Period)**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable to the Company during the Audit Period)**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the Company during the Audit Period)**

*The Company is a material subsidiary of Optiemus Infracom Limited **("OIL")**. Accordingly, certain employees of the Company have been classified as "Designated Persons" and are governed by the OIL's Code of Conduct to regulate, monitor and report trading by Designated Persons, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

vi. During the year, the Company was in process of setting up a manufacturing facility for finished cover glass used in mobile consumer electronics, such as smartphones and tablets. As confirmed by the management, there is no specific law applicable to the Company during the audit period.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on meeting of Board of Directors (SS-1) and on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s) including The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, if applicable; *Pursuant to Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015* ***("SEBI Listing Regulations")****, the Company is a Material Subsidiary of Optiemus Infracom Limited ("OIL"), a listed company. Accordingly, certain compliances are applicable to the Company.*

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above except below:

1) *The Company did not appoint Independent Directors on its Board as required under Section 149(4) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and consequently did not constitute an Audit Committee under Section 177 and a Nomination & Remuneration Committee under Section 178 of the Act.*

As confirmed by the management, the status of the company as subsidiary of OIL as well as joint venture between OIL (holding 70%) and Corning International Corporation ("Corning") (holding 30%). Therefore, the Company was of the view that, considering its status as a joint venture, it was eligible to avail certain exemptions from the aforesaid requirements and had also obtained professional opinion in support of such position. Accordingly, the Company did not appoint Independent Directors and did not constitute the Audit Committee and Nomination & Remuneration Committee during the aforesaid period.

Subsequent to March 31, 2026, the Board of Directors of the Company has taken cognizance of the aforesaid non-compliances and initiated corrective actions. The Board has also resolved to appoint the requisite number of Independent Directors and constitution of Audit Committee and the Nomination and Remuneration Committee in accordance with the provisions of the Companies Act, 2013.

2) *The Company had not appointed an External Member to the Internal Committee during the financial year under audit, as required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Rules made thereunder.*

Subsequent to March 31, 2026, the Company has appointed an External Member to the Internal Committee and has taken the necessary steps to ensure compliance with the provisions of the POSH Act.

Based on the information received and records maintained, we further report that;

1. The Board of Directors of the Company is duly constituted except with respect to the appointment of Independent Directors as mentioned above. The changes in the

composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. During the period, the Board Meetings were convened at shorter notice upon receipt of shorter notice consent in compliance with the provisions of the Companies Act, 2013 read with Articles of Association of the Company. Shorter notice was given to all directors along with agenda and detailed notes on agenda in compliance with the provisions of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

3. All decisions at Board Meetings are carried out unanimously and recorded in the minutes of the Meetings. Further as per the information provided and verified from the Minutes, no dissent was given by any director in respect of resolutions passed in the Board Meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. except as follows:

1. The Board of Directors of the Company, at its meeting held on April 08, 2025, allotted 3,00,00,000 (Three Crore) Equity Shares of face value ₹ 10/- each on right basis.
2. The Board of Directors of the Company, at its meeting held on April 08, 2025, approved the issue and offer of 3,60,00,000 (Three Crore Sixty Lakh) equity shares of face value ₹ 10/- each to the eligible shareholders on a rights basis.
3. The Board of Directors of the Company, at its meeting held on June 12, 2025, allotted 3,60,00,000 (Three Crore Sixty Lakh) equity shares of face value ₹ 10/- each pursuant to the aforesaid rights issue.

FOR **DMK ASSOCIATES**
COMPANY SECRETARIES

MONIKA KOHLI
B. Com (H), FCS, LL.B, I.P.
PARTNER
FCS No. 5480
CP No. 4936
Peer Review: 6896/2025
UDIN: F005480H001077133

Date: August 11, 2026
Place: New Delhi

ANNEXURE-1

To
The Members
BHARAT INNOVATIVE GLASS TECHNOLOGIES PRIVATE LIMITED
CIN: U23101DL2023PTC420801
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi, India, 110024.

Sub: Our Report for audit period is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. There are no pending cases filed by or against the company which will have major impact on the company.

FOR **DMK ASSOCIATES**
COMPANY SECRETARIES

MONIKA KOHLI
B. Com (H), FCS, LL.B, I.P.
PARTNER
FCS No. 5480
CP No. 4936
Peer Review: 6896/2025
UDIN: F005480H001077133

Date: August 11, 2026
Place: New Delhi

Annexure-9

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
Optiemus Infracom Limited

1. We have examined the compliance of the conditions of Corporate Governance by Optiemus Infracom Limited for the year ended March 31, 2026, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations').

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

3. 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. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2026.

OPINION

4. In our opinion and according to the information and explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2026.
5. 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.

For **S.K. Batra & Associates**
Company Secretaries

Sumit Kumar
Proprietor
FCS No. 7714, C.P No. 8072
Peer Reviewed Unit: 7712/2026
UDIN: F007714H001179797

Date: August 21, 2026
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

Global Economy

FY 2025–26 was marked by heightened geopolitical uncertainties, evolving trade policies, supply chain realignments and persistent macroeconomic challenges. During the year, the continuing Russia-Ukraine conflict and the escalation of tensions in the Middle East, together with evolving tariff measures and trade policy shifts across major economies, impacted global trade, commodity prices, energy markets, logistics and investment flows. Despite these headwinds, the global economy remained resilient, supported by strong labour markets, improving financial conditions and sustained investments in technology, digital infrastructure and artificial intelligence (AI).

According to the International Monetary Fund (IMF) World Economic Outlook Update (July, 2026), global economic growth is projected at 3.0% in 2026 and 3.4% in 2027, remaining below the long-term historical average. The global economy is currently influenced by two contrasting forces—temporary disruptions arising from the recent conflict in the Middle East and the continued momentum generated by technology-led investments, particularly in AI and digital infrastructure. While advanced economies are expected to witness relatively moderate growth, emerging market and developing economies are projected to remain the principal drivers of global economic expansion.

The IMF has also indicated that global headline inflation is expected to increase to 4.7% in 2026 before moderating to 3.9% in 2027, primarily reflecting higher energy prices and the impact of geopolitical developments. Consequently, central banks across major economies are expected to maintain a balanced monetary policy approach aimed at containing inflation while supporting economic growth. Although global financial conditions have eased, uncertainty relating to geopolitical developments, financial market volatility and trade fragmentation continues to pose downside risks to the global outlook.

Global manufacturing continues to undergo structural transformation, driven by supply chain diversification, localisation strategies and increasing investments in semiconductor manufacturing, electronics, cloud computing, AI and advanced digital technologies. Businesses across industries are increasingly adopting resilient sourcing models and expanding manufacturing footprints beyond traditional production centres. These developments are accelerating investments in electronics manufacturing services (EMS), telecommunications equipment, Internet of Things (IoT) solutions and digital infrastructure, creating significant long-term opportunities for emerging manufacturing economies.

The growing emphasis on supply chain resilience, technological innovation and digital connectivity is expected to strengthen global demand for electronics and telecommunications products over the medium to long term. Countries with competitive manufacturing ecosystems, supportive policy frameworks, skilled workforce and expanding domestic markets are expected to benefit from these structural shifts in global manufacturing.

Indian Economy

Despite a challenging external environment characterised by geopolitical conflicts, volatile commodity prices and evolving global trade dynamics, India continued to reinforce its position as one of the world's fastest-growing major economies during FY 2025–26. Strong domestic demand, sustained public capital expenditure, resilient private consumption, healthy banking sector fundamentals and continued structural reforms enabled the Indian economy to maintain robust growth momentum despite global uncertainties.

As per the latest estimates released by the National Statistical Office (NSO), India's real Gross Domestic Product (GDP) grew by 7.4% during FY 2025-26, reflecting broad-based expansion across the agriculture, manufacturing and services sectors. Continued infrastructure development, improving investment activity and resilient domestic consumption supported economic growth, while prudent fiscal and monetary management contributed to overall macroeconomic stability.

The Government continued to strengthen India's manufacturing ecosystem through flagship initiatives such as Make in India, Digital India, the Production Linked Incentive (PLI) Schemes, the National Semi-conductor Mission and sustained investments in physical and digital infrastructure. Continued emphasis on ease of doing business, domestic value addition, logistics improvement and electronics manufacturing has significantly enhanced India's attractiveness as a preferred global manufacturing destination. These policy initiatives are further strengthening India's integration into global value chains and encouraging higher investments across electronics, semiconductor and telecommunications sectors.

India also continues to witness rapid expansion in digital infrastructure, 5G deployment, electronics manufacturing and technology adoption. Increasing mobile connectivity, expanding internet penetration, growing adoption of AI, cloud computing and IoT solutions, together with rising domestic electronics production, are expected to support sustained demand for mobile devices, telecom equipment, electronic components and allied products. These structural developments provide a favourable long-term operating environment for companies engaged in EMS, telecommunications and allied products.

Looking ahead, India's economic outlook remains positive despite continuing external risks arising from geopolitical developments, commodity price volatility and evolving trade policies. The Economic Survey 2025–26 projects India's real GDP growth in the range of 6.8% to 7.2% for FY 2026–27, supported by resilient domestic demand, improving private investment, continued infrastructure development and sustained Government focus on manufacturing and digital transformation. Backed by favourable demographics, policy support and increasing integration with global manufacturing value chains, India remains well positioned to strengthen its role as a global manufacturing and technology hub.

INDUSTRY OVERVIEW

Telecommunication and Allied Products

India's telecommunications and allied products industry continued to demonstrate steady growth during FY 2025–26, driven by increasing smartphone penetration, rapid digitalisation, expanding broadband connectivity and continued rollout of 5G services. As per the Department of Telecommunications (DoT), India had over 1.34 billion telephone subscribers, including 1.08 billion broadband subscribers, with an overall tele-density of 94.02% as of May, 2026. The continued expansion of digital connectivity is driving demand for telecommunication products, networking equipment and connected devices.

The Government of India continued to strengthen the sector through initiatives such as Digital India, Make in India, PLI Schemes, the National Policy on Electronics and the Semicon India Programme, aimed at promoting domestic manufacturing, localisation and value addition.

India continues to be one of the world's largest smartphone markets. According to International Data Corporation (IDC), smartphone shipments stood at 31.0 million units in Q1 2026, while the market registered 5.8% year-on-year growth in value, reflecting increasing premiumisation. Simultaneously, rising adoption of IoT devices, smart hearables, wearables and connected home solutions is expanding the consumer electronics ecosystem, supported by increasing 5G adoption and digital transformation across industries.

The increasing adoption of EMS and the ongoing shift towards localisation of manufacturing are encouraging global and domestic brands to strengthen their manufacturing presence in India. This trend is expected to enhance domestic value addition, strengthen component ecosystems and create long-term opportunities across the electronics and telecommunications value chain.

Despite challenges arising from rapid technological advancements, evolving consumer preferences, foreign exchange volatility and geopolitical developments, the long-term outlook for the industry remains positive. Continued investments in digital infrastructure, increasing localisation of electronics manufacturing and sustained Government policy support are expected to drive long-term growth across the telecommunications and allied products sector.

OPPORTUNITIES

India's telecommunications and electronics industry continues to offer significant growth opportunities, supported by rapid digitalisation, expanding broadband connectivity, increasing smartphone penetration and continued rollout of 5G services. India remains the second-largest telecommunications market globally, with over 1.34 billion telephone subscribers, including 1.08 billion broadband subscribers, and an overall tele-density of 94.02% as of May, 2026. Rising internet penetration, increasing mobile data consumption and the growing digital economy are expected to continue driving demand for telecommunication and allied products.

India continues to be one of the world's largest smartphone markets, supported by favourable demographics, rising disposable incomes and increasing consumer preference for technologically advanced devices. According to IDC, the Indian smartphone market recorded 31.0 million smartphone shipments during Q1 2026, while the market grew 5.8% year-on-year in value terms, reflecting continued premiumisation and growing consumer demand for higher-value devices. The increasing adoption of smartphones, tablets, smart accessories and connected devices is expected to provide sustained growth opportunities across the sector.

The Government of India continues to strengthen the domestic electronics ecosystem through initiatives such as Digital India, Make in India, PLI Schemes, the National Policy on Electronics and the Semicon India Programme. These initiatives are encouraging domestic manufacturing, localisation of the electronics supply chain and higher value addition. In addition, the Government has approved the Mobile Phone Manufacturing Scheme (MPMS) with an outlay of ₹ 62,500 Crore, aimed at further boosting domestic manufacturing, exports and employment while reinforcing India's position as a global electronics manufacturing hub.

The Electronics Components Manufacturing Scheme (ECMS), notified by the Government of India to strengthen the domestic electronics component ecosystem, is expected to further support investments in components, sub-assemblies and related manufacturing capabilities, promote higher domestic value addition and facilitate integration with global value chains. The enhancement of the ECMS outlay to ₹ 40,000 Crore in the Union Budget 2026-27 further reinforces the Government's commitment towards deepening domestic electronics component manufacturing and strengthening India's electronics manufacturing ecosystem.

Increasing localisation of electronic components, wireless communication modules and value-added manufacturing is expected to reduce import dependence, strengthen domestic supply chains and enhance India's competitiveness across the global electronics value chain. These developments are expected to generate significant opportunities for companies engaged in EMS, telecom products, consumer electronics and allied manufacturing.

The increasing adoption of AI-enabled devices, IoT solutions, cloud computing and next-generation communication technologies is expected to further expand the addressable market for electronics manufacturing and telecommunications products, creating long-term growth opportunities for the industry.

The increasing focus on indigenous technology development, defence modernisation, homeland security and industrial automation is expected to create significant opportunities for the unmanned systems and drone ecosystem in India. The Government's continued emphasis on self-reliance in defence manufacturing, technological innovation and domestic value addition, together with increasing adoption of unmanned aerial systems across defence, surveillance, disaster management, infrastructure inspection, agriculture and industrial applications, is expected to support long-term growth of the sector. These developments are expected to create new opportunities for the Group to strengthen its presence in indigenous technology-driven businesses through its unmanned systems capabilities.

The continued expansion of 5G networks is expected to accelerate the adoption of advanced technologies such as the IoT, AI, cloud computing and smart automation across industries. According to the Global System for Mobile Communications Association (GSMA) Mobile Economy Asia Pacific 2025 Report, 5G is expected to account for nearly half of all mobile connections in India by 2030, enabling widespread adoption of connected devices across smart homes, healthcare, manufacturing, logistics and industrial automation. These developments are expected to create significant opportunities across the telecommunications, consumer electronics and electronics manufacturing ecosystem.

India's emergence as a preferred global manufacturing destination, supported by supply chain diversification, increasing exports, favourable Government policies and a large domestic consumer market, is expected to continue creating long-term opportunities for businesses operating across the telecommunication and allied products value chain. Continued investments in digital infrastructure, electronics manufacturing and technology innovation are expected to further strengthen the sector's long-term growth prospects.

THREATS

The mobile phones and allied products industry has witnessed significant growth over the years, driven by increasing smartphone penetration, rapid digitalisation and technological advancements. At the same time, the industry remains highly competitive, with manufacturers and distributors operating in an environment characterised by rapid innovation, evolving consumer preferences and continuous pricing pressures. Companies offering similar products and services compete on technology, quality, pricing, brand positioning and customer experience. The key competitive challenges include:

- **Pricing Pressure:** Intense competition and changing consumer preferences continue to exert pressure on product pricing and profit margins. In addition, supply-demand imbalances in critical memory components, including Dynamic Random-Access Memory (DRAM) and NAND flash memory, may increase procurement costs and put further pressure on product pricing and operating margins.
- **Technology Obsolescence:** Rapid advancements in technologies such as 5G, AI, IoT and connected devices require continuous product innovation. Failure to keep pace with technological developments may adversely impact competitiveness and market share.
- **Intense Market Competition:** The presence of established global brands, new market entrants, substitute products and evolving distribution channels continues to intensify competition across the telecommunications and allied products industry.
- **Supply Chain and Foreign Exchange Risks:** Dependence on global supply chains, fluctuations in foreign exchange rates, geopolitical developments, trade restrictions and disruptions in component availability may impact procurement costs, product availability and operating margins.

  Smart electronic devices, including hearables, wearables and other connected devices, continue to play an increasingly important role in the expanding IoT ecosystem. While the growing adoption of connected technologies presents significant opportunities, it also introduces certain operational and technological risks, including:

- **Cybersecurity and Information Security Risks:** Increasing digitalisation, connected devices and reliance on information technology systems expose the Company to cybersecurity threats, data breaches and operational disruptions, which may impact business continuity and stakeholder confidence.
- **Technology and Product Obsolescence:** Rapid technological advancements and shorter product life cycles in the telecommunications and electronics industry require continuous innovation and timely introduction of new products. Failure to adapt to changing technologies may adversely impact competitiveness.
- **Changing Consumer Demand and Market Dynamics:** Rapidly evolving consumer preferences, increasing premiumisation and changing technology adoption trends may affect demand for existing products and require continuous portfolio optimisation.
- **Supply Chain and Sourcing Risks:** Dependence on global supply chains for procurement of electronic products, components and raw materials exposes the Company to risks arising from geopolitical developments, trade restrictions, logistics disruptions, currency fluctuations and shortages of critical components, which may impact product availability and costs.
- **Technology Integration and Quality Risks:** Increasing integration of smartphones, IoT devices, hearables, wearables and connected technologies requires compatibility, quality assurance and adherence to evolving technical standards. Any failure to meet customer or regulatory expectations may affect business performance and reputation.

Despite these challenges, the long-term outlook for the telecommunications and electronics industry remains positive, supported by continued digital transformation, increasing smartphone and connected device adoption, expansion of 5G networks, growing domestic manufacturing and sustained policy support from the Government of India towards strengthening the country's electronics manufacturing ecosystem.

SEGMENT-WISE PERFORMANCE

The Company's standalone operations comprise a single reportable segment, namely **Telecommunication and Allied Products.**

During FY 2025–26, the telecommunication and allied products industry continued to witness steady growth, driven by increasing smartphone penetration, expanding broadband connectivity, continued rollout of 5G services and rising adoption of connected devices. India continued to strengthen its position as one of the world's largest telecommunications markets with over 1.34 billion telephone subscribers, including 1.08 billion broadband subscribers, as of May, 2026. Growing digitalisation, increasing mobile data consumption and continued investments in digital infrastructure continued to support demand across the telecommunications and allied products ecosystem.

The Government of India continued to provide strong impetus to the sector through initiatives such as Digital India, Make in India, PLI Schemes, the National Policy on Electronics, the Semicon India Programme and other policy measures aimed at promoting domestic manufacturing, increasing value addition and strengthening India's electronics manufacturing ecosystem. These initiatives, coupled with global supply chain diversification and rising electronics exports, continue to position India as a preferred destination for electronics manufacturing and technology-led investments.

The Company's standalone business continued to benefit from growing demand for telecommunication and allied products and remained focused on strengthening its distribution network, expanding its product portfolio and enhancing customer relationships. The Company continuously evaluates emerging market trends and business opportunities to strengthen its market position and deliver sustainable value to its stakeholders.

At the Group level, the Company's wholly owned subsidiaries, Optiemus Electronics Limited **("OEL")**, GDN Enterprises Private Limited **("GDN")** and Optiemus Unmanned Systems Private Limited **("OUS")**, together with its subsidiary and joint venture namely Bharat Innovative Glass Technologies Private Limited **("Bigtech")**, continued to strengthen the Group's manufacturing and technology ecosystem. OEL and GDN continue to be beneficiaries under the PLI Schemes notified by the Ministry of Electronics and Information Technology (MeitY) and the DoT. OEL has been approved under the PLI Schemes for Large Scale Electronics Manufacturing (Mobile Phones) and IT Hardware, while GDN has been approved under the PLI Scheme for Telecom and Networking Products. During the year, OEL further strengthened its manufacturing capabilities across mobile phones, IT hardware, telecom and networking products, hearables, wearables and IoT-enabled devices. OEL also expanded its technology portfolio through strategic collaborations for manufacturing advanced wireless communication modules in India, reinforcing the Group's focus on localisation and next-generation connectivity solutions. In addition, OUS continued to strengthen its capabilities in indigenous unmanned systems, while Bigtech made significant progress towards establishment of its cover glass manufacturing facility, further expanding the Group's presence across the electronics value chain.

Despite evolving market dynamics and rapid technological advancements, the Company remains well positioned to leverage emerging opportunities arising from increasing digital adoption, continued expansion of 5G networks, rising demand for connected devices and the Government's continued emphasis on strengthening India's electronics manufacturing ecosystem.

OUTLOOK

The Company is primarily engaged in the business of trading and distribution of telecommunication and allied products. The Company's wholly owned subsidiary, GDN, is engaged in the manufacturing of telecom and networking products, while OEL is engaged in EMS across mobile phones, IT hardware, hearables, wearables, IoT devices, telecom products and other consumer electronics through advanced manufacturing solutions. Through its subsidiaries and joint venture, the Group has established a diversified presence across the electronics manufacturing value chain.

The Group's diversified business model, combining the Company's established trading and distribution network with the manufacturing capabilities of its subsidiaries and joint venture, enables it to participate across multiple stages of the electronics value chain. This integrated presence strengthens customer relationships, enhances supply chain resilience, supports increasing localisation, enhances domestic value addition and positions the Group to effectively leverage emerging opportunities in electronics manufacturing, telecommunications and allied products.

India continues to strengthen its position as a preferred destination for electronics manufacturing, supported by favourable Government policies, increasing domestic demand, global supply chain diversification and continued emphasis on localisation. Initiatives such as Make in India, Digital India, PLI Schemes, the National Policy on Electronics and the Semicon India Programme continue to encourage investments across mobile phones, telecom equipments, IT hardware and electronic components, creating significant opportunities for the Group's manufacturing and trading businesses.

OEL and GDN continue to focus on delivering high-quality manufacturing solutions through advanced manufacturing processes, automation, technology adoption and operational excellence. The subsidiaries remain committed to strengthen their manufacturing capabilities, expanding their product portfolio and supporting customers with end-to-end manufacturing solutions across mobile phones, telecom and networking products, IT hardware, hearables, wearables and IoT-enabled devices. Continuous investments in quality systems, research and process improvement are expected to further enhance operational efficiencies and competitiveness.

The increasing adoption of smart devices, connected technologies and digital solutions continues to transform consumer and enterprise markets. Growing demand for smartphones, hearables, wearables, smart home products and IoT-enabled devices, coupled with the rapid expansion of 5G networks, is creating new opportunities across the electronics ecosystem. The Group remains focused on leveraging these evolving market trends through innovation, technology partnerships and customer-centric manufacturing capabilities.

The Group also expects increasing localisation of electronics manufacturing and strategic collaborations with global technology partners to further strengthen its competitive position across mobile devices, telecom equipments, wireless communication modules and connected technologies. The strategic collaboration for manufacturing advanced wireless communication modules in India is expected to enhance the Group's participation in next-generation connectivity solutions, support increasing domestic value addition and further strengthen its position within India's evolving electronics manufacturing ecosystem.

The growing demand for locally manufactured electronic products, supported by supply chain diversification and increasing preference for trusted manufacturing partners, is expected to create additional opportunities for integrated EMS players with diversified manufacturing capabilities such as the Group.

During the year, the Company continued to strengthen its presence in emerging technology segments through its wholly owned subsidiary, Optiemus Unmanned Systems Private Limited **("OUS")**. OUS expanded its portfolio through the launch of advanced indigenous drone solutions catering to defence, homeland security, surveillance and industrial applications and also entered into strategic technology collaborations to strengthen its product offerings. These initiatives reinforce the Group's long-term strategy of building indigenous capabilities in high-technology businesses.

Further, the Company's Joint Venture and subsidiary Bigtech, continued to make significant progress towards establishing its state-of-the-art cover glass manufacturing facility in Tamil Nadu during the year. Upon commencement of commercial production, the facility is expected to be India's first dedicated manufacturing unit for high-quality finished cover glass parts for mobile consumer electronics, supporting the Government of India's vision of enhancing domestic value addition and strengthening the country's electronics manufacturing ecosystem. Commercial production is expected to commence in the second half of FY 2026–27, subject to receipt of necessary approvals and operational readiness.

The Company remains committed to strengthen its core trading business while expanding the Group's manufacturing capabilities through strategic investments, technology partnerships and operational excellence. Supported by favourable industry fundamentals, continued Government policy support and growing demand for electronics and connected technologies, the Company is well positioned to capitalise on emerging opportunities and create sustainable long-term value for its stakeholders.

RISK AND MITIGATION FRAMEWORK

The Company has established a robust Risk Management Framework to identify, assess, monitor and mitigate risks that may affect the achievement of its strategic objectives and long-term sustainability. The framework enables proactive risk identification, implementation of appropriate mitigation measures and continuous monitoring through a structured governance mechanism. The key risks identified by the Company and the corresponding mitigation measures are as follows:

1. **Strategic Risks**

   Strategic risks arise from changes in market dynamics, technological advancements, geopolitical developments, competitive pressures, evolving customer preferences, dependence on key customers and suppliers and concentration of sourcing from specific geographies.

   Mitigation

   - Diversification of products, customers and sourcing channels.
   - Continuous monitoring of market trends and technological developments.
   - Strengthening strategic partnerships and increasing localisation of sourcing.

2. **Operational Risks**

   Operational risks include supply chain disruptions, inventory management, production efficiency, quality control, manpower retention, contractual obligations and changes in taxation and regulatory policies affecting business operations.

   Mitigation

   - Robust quality management systems.
   - Diversified supplier base and business continuity planning.
   - Continuous process improvement and employee development initiatives.

3. **Sustainability (ESG) Risks**

   The Company recognises environmental, social and governance (ESG) risks as an integral part of sustainable business operations. Climate change, environmental compliance, workplace safety and stakeholder expectations continue to influence the business environment.

   Mitigation

   - Compliance with applicable environmental and safety regulations.
   - Promotion of responsible business practices and sustainable operations.
   - Periodic review of ESG-related initiatives and regulatory developments.

4. **Information & Cyber Security Risks**

   Increasing digitalisation exposes the Company to cyber threats, data breaches and information security risks, which may impact business continuity and operational efficiency.

   Mitigation

   - Deployment of robust cyber security infrastructure and periodic vulnerability assessments.
   - Regular employee awareness programmes and system upgrades.
   - Disaster recovery and business continuity mechanisms for critical systems.
   - Continuous monitoring of emerging cyber threats associated with increasing digitalisation, connected devices and AI-enabled technologies.

5. **Compliance Risks**

   The Company operates in a regulated environment and is required to comply with various statutory, regulatory and governance requirements. Any non-compliance may result in financial, legal and reputational consequences.

   Mitigation

   - Centralised compliance monitoring framework and periodic compliance reviews.
   - Regular internal audits and timely updation of internal policies.
   - Continuous monitoring of changes in applicable laws and regulations.

6. **Financial & Reporting Risks**

   The Company is exposed to risks relating to liquidity, credit, foreign exchange fluctuations, fraud and financial reporting, which may affect profitability and financial performance.

   Mitigation

   - Prudent working capital and treasury management.

- Strong internal financial controls and periodic review of financial exposures.
- Appropriate foreign exchange risk management, wherever considered necessary.

The Company has adopted a comprehensive Risk Management Policy to ensure effective identification, assessment, mitigation and monitoring of risks across the organisation. The Risk Management Committee, constituted by the Board of Directors, periodically reviews the Company's risk profile, oversees the implementation of mitigation measures, reviews the effectiveness of the Risk Management Framework and Business Continuity Plan and provides appropriate guidance to address emerging risks. This enables the Company to strengthen organisational resilience and effectively respond to the evolving business environment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established adequate internal control systems commensurate with the size, nature and complexity of its business operations. These controls are designed to ensure orderly and efficient conduct of business, safeguarding of assets, accuracy and completeness of accounting records, reliability of financial reporting and compliance with applicable laws and regulations. The Company follows a proactive approach towards strengthening its internal control environment and risk management practices.

The adequacy and effectiveness of the internal control systems are reviewed periodically by the Audit Committee and the Board of Directors. The Internal Auditors carry out independent reviews of the Company's internal control systems, operational processes and internal financial controls, and their observations are placed before the Audit Committee for review. Necessary corrective actions, wherever required, are implemented by the management.

The Company has implemented appropriate information technology controls, including periodic data backup, disaster recovery and business continuity mechanisms, to safeguard critical business information and support business continuity.

Further, the Whole-time Director, designated as Executive Chairman of the Company, and Chief Financial Officer provide the necessary certification on the adequacy and effectiveness of internal financial controls forming part of the Corporate Governance Report. The Audit Committee periodically reviews the internal audit reports, adequacy of internal controls and the effectiveness of the risk management framework and provides necessary guidance for continuous improvement.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The standalone financial statements of the Company have been prepared in accordance with the provisions of the Companies Act, 2013, ("the Act") the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other applicable statutory requirements. The financial statements also comply with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management is responsible for the preparation and integrity of these financial statements, including the estimates and judgements used therein. Such estimates and judgements have been made on a prudent and reasonable basis to ensure that the financial statements present a true and fair view of the Company's financial position, financial performance and cash flows for the financial year.

The Company's standalone financial performance for the FY 2025-26 is summarised below:

i. Revenue and Operating Expenses

During the financial year 2025-26, the Company recorded Revenue from Operations of ₹ 72,409.04 Lakhs as against ₹ 59,153.05 Lakhs in the previous financial year, registering a growth of 22.41%. Total Income stood at ₹ 73,319.09 Lakhs, while the total expenditure during the year was ₹ 70,526.96 Lakhs as against ₹ 57,199.64 Lakhs in the previous year. The Company reported a Net Profit after Tax of ₹ 2,061.04 Lakhs during the year.

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

The Company's Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) stood at ₹ 2,834.76 Lakhs during FY 2025-26 as against ₹ 3,387.55 Lakhs in the previous financial year.

iii. Depreciation and amortisation

Depreciation and amortisation expense for the financial year amounted to ₹ 17.16 Lakhs, compared to ₹ 26.65 Lakhs in FY 2024–25.

iv. Profit before/ after tax

The Company's Profit Before Tax (PBT) stood at ₹ 2,792.13 Lakhs during FY 2025–26 as compared to ₹ 3,269.51 Lakhs in the previous financial year. Profit After Tax (PAT) stood at ₹ 2,061.04 Lakhs as against ₹ 2,224.04 Lakhs in FY 2024–25. The Total Comprehensive Income for the year amounted to ₹ 2,069.23 Lakhs, compared to ₹ 2,229.53 Lakhs in the previous financial year.

DETAIL OF KEY FINANCIAL RATIOS (STANDALONE)

Particulars	2025-26	2024-25	% Change	Reason for change of 25% or more
Debtors Turnover (times)	4.24	2.48	71.34	Due to increase in revenue from operations coupled with decrease in average trade receivables.
Inventory Turnover (times)	7,878.68	1,151.78	584.04	Due to substantial decrease in average inventories.
Interest Coverage Ratio (times)	-	-	-	The Company has no borrowings.
Current Ratio (times)	5.71	1.89	201.86	Due to substantial decrease in current liabilities.
Debt Equity Ratio (times)	-	-	-	N.A.
Operating Profit Margin (%)	2.60%	4.58%	(43.28)	Due to increase in revenue from operations and decrease in operating profit from operations.
Net Profit Margin (%)	2.85%	3.76%	(24.29)	N.A.
Return on Net Worth (%)	3.02%	3.78%	(19.97)	N.A.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

"Humankind is the Greatest Resource"

At Optiemus, human capital remains the cornerstone of the Company's continued growth and success. The Company is committed to foster an inclusive, collaborative and performance-driven work culture that encourages innovation, customer-centricity, teamwork and continuous learning. Its people-centric approach focuses on attracting, developing and retaining talent while providing employees with opportunities for professional growth and skill enhancement.

The Company values the contribution of its employees and strives to provide a safe, respectful and engaging workplace. Through transparent communication, employee engagement initiatives and a conducive work environment, the Company continues to maintain cordial industrial relations across its operations.

The Company remains committed to ensure a fair, ethical and discrimination-free workplace. Appropriate policies and procedures are in place to promote integrity, equal opportunity and employee well-being. In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), the Company has constituted an Internal Committee and continues to conduct periodic awareness programmes to sensitise employees regarding prevention of sexual harassment at the workplace. During the financial year under review, no complaint relating to sexual harassment was received.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company is committed to maintain high standards of Environment, Health and Safety (EHS) across its operations. It continues to strengthen workplace safety practices by promoting a culture of safety, ensuring compliance with applicable statutory requirements and creating a healthy working environment for its employees.

The Company periodically reviews and strengthens its EHS practices and undertakes necessary measures to enhance workplace safety, improve operational efficiency and support sustainable business operations. It also encourages responsible use of resources and promotes awareness towards environmental protection and occupational health across the organisation.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may constitute forward-looking statements within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events and are subject to risks, uncertainties and other factors, many of which are beyond the Company's control.

Actual results may differ materially from those expressed or implied in such forward-looking statements due to various factors including, but not limited to, changes in economic conditions, government policies, regulatory developments, market demand, competitive pressures, technological changes, geopolitical developments, foreign exchange fluctuations, supply chain disruptions and other unforeseen events. The Company undertakes no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A : GENERAL DISCLOSURES

I. Details of the Listed Entity

S. No.	Particulars	Details
1	**Corporate Identity Number (CIN) of the Listed Entity**	L46524DL1993PLC054086
2	**Name of the Listed Entity**	**Optiemus Infracom Limited**
3	**Year of Incorporation**	17/06/1993
4	**Registered office address**	K-20, 2nd Floor Lajpat Nagar-II, New Delhi -110024
5	**Corporate address**	A-7, Sector-65, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301
6	**E-mail**	info@optiemus.com
7	**Telephone**	011–29840906/07
8	**Website**	www.optiemus.com
9	**Financial year for which reporting is being done**	April 01, 2025 – March 31, 2026
10	**Name of the Stock Exchange(s) where shares are listed**	1. National Stock Exchange of India Limited ('NSE') 2. BSE Limited ('BSE')
11	**Paid-up Capital**	₹ 8,868.88 Lakhs
12	**Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report**	Mr. Vikas Chandra Company Secretary & Compliance Officer Ph. No.: +91 9217341687 e-mail ID: info@optiemus.com
13	**Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).**	The disclosures made in this report are on standalone basis.
14	**Name of assurance provider**	NA
15	**Type of assurance obtained**	NA

II. Products / Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Trading	Wholesale Trading of Telecommunication and allied products	99.98%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product / Service	*NIC Code	% of total Turnover contributed
1	Telecommunication and allied products	46524	99.98%

**As per NIC 2008.*

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	4	4
International	0	0	0

19. Market Served by the entity:

a.	**Number of locations**	
	Locations	**Number**
	National (No. of States)	7
	International (No. of Countries)	0
Note – The Company holds GST registrations in seven states; however, its presence extends across India.		
b.	**What is the contribution of exports as a percentage of the total turnover of the entity?**	0%
c.	**A brief on type of customers**	The Company presently serves customers across the domestic market through a combination of direct sales and an established dealer distribution network, catering to a diverse customer base.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	% (B/A)	No. (C)	% (C/A)
			Employees			
1	Permanent **(D)**	43	40	93.02%	3	6.98%
2	Other than Permanent **(E)**	NA	NA	NA	NA	NA
3	**Total employees (D+E)**	43	40	93.02%	3	6.98%
			Workers			
4	Permanent **(F)**	NA	NA	NA	NA	NA
5	Other than Permanent **(G)**	NA	NA	NA	NA	NA
6	**Total workers (F+G)**	NA	NA	NA	NA	NA

Note: The Company doesn't have any staff in 'other than permanent employees' and 'workers' categories.

b. **Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	% (B/A)	No. (C)	% (C/A)
	Differently abled Employees					
1	Permanent **(D)**	0	0	0%	0	0%
2	Other than Permanent **(E)**	NA	NA	NA	NA	NA
3	**Total differently abled employees (D+E)**	0	0	0%	0	0%
	Differently abled Workers					
4	Permanent **(F)**	NA	NA	NA	NA	NA
5	Other than Permanent **(G)**	NA	NA	NA	NA	NA
6	**Total differently abled workers (F+G)**	NA	NA	NA	NA	NA

21. Participation/Inclusion/Representation of Women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	*3	0	0.00%

**KMP includes 1(One) Whole-Time Director.*

22. Turnover rate for permanent employees and workers

Particulars	FY 2025-26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY 2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17.95%	0.00%	16.87%	*72.16%	*150.00%	78.10%	37.62%	18.18%	35.71%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: The Company doesn't have any staff in 'permanent workers' categories.

**Including resignation due to Group Transfer of employees.*

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Name of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	GDN Enterprises Private Limited	Wholly Owned Subsidiary	100%	No
2	Optiemus Electronics Limited	Wholly Owned Subsidiary	100%	No
3	Optiemus Infracom (Singapore) Pte Limited	Wholly Owned Subsidiary	100%	No
4	Optiemus Unmanned Systems Private Limited	Wholly Owned Subsidiary	100%	No

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
5	[1]Optiemus Display Technology Private Limited	Wholly Owned Subsidiary	100%	No
6	[2]Optiemus Vision Technology Private Limited	Wholly Owned Subsidiary	100%	No
7	[3]Optiemus Micro Electronics Private Limited	Wholly Owned Subsidiary	100%	No
8	[4]XO Ventures Private Limited	Wholly Owned Subsidiary	100%	No
9	Bharat Innovative Glass Technologies Private Limited	Joint Venture and Subsidiary	70%	No
10	FineMS Electronics Private Limited	Subsidiary	60%	No
11	Troosol Enterprises Private Limited	Subsidiary	60%	No
12	[5]The Factory Private Limited	Subsidiary	65%	No
13	Teleecare Network India Private Limited	Associate	46.22%	No
14	WIN Technology	Joint Venture	0%	No

[1&2]*incorporated on July 22, 2025.*
[3]*incorporated on August 04, 2025.*
[4]*incorporated on October 15, 2025.*
[5]*incorporated on December 19, 2025.*

VI. CSR Details

24. (i)	**Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)**	Yes
(ii)	**Turnover (₹ In Lakhs)**	72,409.04
(iii)	**Net worth (₹ In Lakhs)**	65,566.91

VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes *https://www.optiemus.com/contactus.php* e-mail: info@optiemus.com	0	0	NA	0	0	NA

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	Yes https://www.optiemus.com/investorcontact.html e-mail: info@optiemus.com	0	0	Queries/ Request received from investors (other than shareholders) were duly replied/ resolved.	0	0	NA
Shareholders	Yes https://www.optiemus.com/investorcontact.html e-mail: info@optiemus.com	4	0	All the complaints received from the shareholders of the Company were resolved by the Company / its RTA within stipulated timeline. Further, queries/ requests received from shareholders were duly resolved.	2	0	All the complaints received from the shareholders of the Company were resolved by the Company / its RTA within stipulated timeline. Further, queries/ requests received from shareholders were substantially resolved.
Employees and Workers	Yes https://hrone.cloud/ e-mail: hr@optiemus.com	0	0	NA	0	0	NA
Customers	Yes https://www.optiemus.com/contactus.php	0	0	NA	0	0	NA
Value Chain Partners	*NA	0	0	*NA	0	0	NA
Other (please specify)	NA	0	0	NA	0	0	NA

**Note: The Company does not have value chain partners.*

*The details of Grievance Redressal Mechanism in Place applicable for stakeholder group is given below:

Stakeholder Group from whom Complaint is Received	Web Link for Grievance Policy
Communities	The Company is committed to maintain open and transparent communication with the communities impacted by its operations and CSR initiatives. Community members and beneficiaries may submit their grievances, concerns, suggestions, or feedback through the Company's dedicated e-mail at care@optiemus.com or via the Contact Us section on the Company's website at *https://www.optiemus.com/contactus.php*.
Investors and Shareholders	The Company offers a mean to handle the issues or complaints or queries raised by its investors and shareholders. Contact details to reach out the Company by Investors and Shareholders is available at *https://www.optiemus.com/investorcontact.html*. The Company Secretary & Compliance Officer is directly accessible to investors and shareholders through the designated e-mail address: info@optiemus.com and cs.vikas@optiemus.com. M/s. Beetal Financial & Computer Services Private Limited, Registrar and Share Transfer Agent of the Company, handles shareholder-related requests and grievances pertaining to share transfers, dematerialisation, transmission and other investor services. The shareholder can make their requests and grievances to RTA of the Company at beetal@beetalfinancial.com. Investors and shareholders may also register their grievances through the SEBI Complaints Redress System (SCORES) or the Online Dispute Resolution (ODR) Portal. The Company periodically monitors the status of investor grievances, tracks resolution timelines, and places significant emphasis on timely closure of complaints to enhance investors satisfaction and strengthen corporate governance.
Employees and Workers	The Company's Open-Door policy ensures effective channels for addressing the concerns of employees. To support grievance, the Company has a dedicated HR portal for filing complaints. Employees may raise their grievances at *https://hrone.cloud/* or by sending an email to the HR Department at hr@optiemus.com, or by submitting a written application to the HR Department. Further, the Company's Vigil Mechanism/Whistle Blower Policy is a mechanism that allows Employees and Directors to report genuine concerns, including suspected or actual instances of fraud, unethical conduct or violations. It also ensures that complainants are protected with full anonymity against any victimisation practices. The employee, on becoming aware of any suspected or actual fraud, can file their grievances to Mr. Vikas Chandra, Company Secretary & Compliance Officer, who serves as the Vigilance Officer of the Company, through an e-mail at cs.vikas@optiemus.com or by submitting a written complaint (protected disclosure). The Company's Vigil Mechanism/Whistle Blower Policy can be accessed at *https://www.optiemus.com/policies.html*.

Stakeholder Group from whom Complaint is Received	Web Link for Grievance Policy
	Also, the Internal Complaints Committee ("ICC") of the Company address complaint relating to sexual harassment at workplace. The composition of the ICC and the grievance redressal process are detailed in the Company's POSH Policy, which is available on the Company's website at *https://www.optiemus.com/policies.html*. Further, the Company doesn't have any worker.
Customers	The Company has established a customer grievance redressal mechanism to receive, address and resolve customer complaints and feedback in a timely and transparent manner. Customers of the Company's telecommunication and allied products may submit their queries, complaints, or feedback through the Single Point of Contact available on the Company's website at *https://www.optiemus.com/contactus.php*. For products marketed under the Company's tempered glass brand, RhinoTech, customers can directly contact the dedicated customer support team at support@RhinoTech.co.in or contact at +91 9773589242 for assistance and grievance redressal.
Value Chain Partners	NA
Other (please specify)	-

Note: The Company does not have value chain partners.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Material and Sourcing	Opportunity	The greater the sustainability of sourced goods, the more favorable the long-term outcomes for the business.	The Company is in the process of formulating and adopting a Sustainable Sourcing Policy.	Positive
2.	Technology Dynamics	Risk	Ongoing advancements and shifts in technology can significantly affect the Company's operations.	The Company emphasizes effective change management and maintains flexibility in its business operations.	Negative
3.	Change in consumer demand	Risk	Given the evolving technological landscape and available options, consumer preferences may shift based on convenience and necessity. Failure to	The Company regularly evaluates consumer demand and maintains a diversified product portfolio to stay prepared for future market shifts.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			adapt to these changes could adversely affect long-term business performance.		
4.	Climate change	Risk	Climate change presents risks by potentially disrupting regional and global logistics, transit routes, and other key infrastructure and impacting overall profitability.	The Company aims to build a strong climate resilience strategy, supported by frequent materiality assessments and a well-structured stakeholder engagement plan.	Negative
5.	Compliance and Governance	Risk	Adherence to regulations and sound corporate governance is fundamental to our Company, as any instance of non-compliance can seriously damage our business and reputation.	A dedicated team of professionals monitors legal and regulatory developments to ensure the Company remains compliant with all applicable laws and timely fulfills its obligations.	Negative
6.	Governance and Ethical business conduct	Opportunity	Upholding the highest ethical standards is essential for building and maintaining a sustainable enterprise.	The Company's policies promote ethical conduct across all operations, complemented by regular training and awareness programs on industry best practices.	Positive
7	Data Privacy and Security	Risk	The Company recognizes the critical importance of data security and privacy challenges. Protecting customer data remains one of our highest priorities.	To protect against data security and privacy threats, the Company has put robust measures in place, including strict access controls, mandatory strong password parameters, and strict restrictions against unauthorized removable storage media or public file-sharing services	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				encryption of sensitive information, regular security assessments, and employee training programs focused on responsible data handling practices.	

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No/NA)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
	c. Web Link of the Policies, if available	Policies are available on the website of the Company i.e. *https://www.optiemus.com/policies.html*. Policies which are internal to the Company are available on the intranet of the Company.								
2	Whether the entity has translated the policy into procedures. (Yes / No/NA)	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	NA	NA	NA	NA	NA	NA	NA	NA	NA
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	NA	NA	NA	NA	NA	NA	NA	NA	NA
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company integrates sustainability considerations into its business processes to strengthen its environmental, social, and governance (ESG) framework. Ongoing efforts include identifying material ESG priorities and formulating measurable key performance indicators (KPIs) for environmental stewardship, regulatory compliance, ethical business conduct, employee well-being, and responsible governance.								

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA
Governance, leadership and oversight										
7	**Statement by Director, responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**	Amidst a landscape characterized by rapid technological shifts, dynamic market conditions, and evolving regulatory environments, the Company remains anchored by robust corporate governance, continuous innovation, and a commitment to stakeholder trust. Our strategic vision prioritizes sustainable, long-term value creation across our entire stakeholder ecosystem. The Company remains steadfast in its dedication to uphold the highest standards of transparency, integrity, and ethical business conduct across all facets of the enterprise. By embedding advanced corporate governance frameworks and stringent risk management protocols into the core decision-making processes, the Company ensures comprehensive oversight and operational accountability. The Company is actively aligning the corporate trajectory with broader socio-environmental imperatives. The holistic approach to enterprise value creation seeks to deliver measurable, positive impacts on the diverse workforce, expanding customer base, supply chain partners and the local communities in which the Company operates. Occupational health, safety, and environmental stewardship are foundational to the Company's operations. It continues to invest in cultivating an inclusive, talent-driven workplace that ensures the growth trajectory remains resilient and future-ready. Looking ahead, the Company is well-positioned to leverage emerging opportunities and navigate challenges through proactive adaptation. The Company extends gratitude to the stakeholders for their enduring confidence as it executes its mandate for responsible and sustainable growth.								
8	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**	Mr. Ashok Gupta Executive Chairman (Whole-time Director)								
9	**Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/NA).** **If yes, provide details.**	Yes, the Directors and Senior Leadership Team of the Company monitor various aspects of Social, Environmental & Governance responsibilities of the Company on a continuous basis.								

10 Details of Review of NGRBCs by the Company:

	Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Board of Directors	NA	Board of Directors	Board of Directors	Board of Directors	Board of Directors	NA	Board of Directors	Board of Directors
b.	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Board of Directors	NA	Board of Directors	Board of Directors	Board of Directors	Board of Directors	NA	Board of Directors	Board of Directors
	Subject for Review	**Frequency (Annual/Half yearly/Quarterly/Any other-please specify)**								
		P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
a.	Performance against above policies and follow up action	Annually	NA	Annually	Annually	Annually	Annually	NA	Annually	Annually
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly	NA	Quarterly	Quarterly	Quarterly	Quarterly	NA	Quarterly	Quarterly
11	**Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).**	No	No	No	No	No	No	No	No	No
	If yes, provide name of the agency.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note- As a practice, policies on the Business Responsibility of the Company are reviewed annually or on a need basis by the respective Committee/ Board.

12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
b.	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
c.	The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
d.	It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
e.	Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: As the Company is engaged in wholesale trading business, policies on Principles 2 and 7 are not applicable.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1 **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	1. Code of Conduct and Ethics; 2. Cyber Security and Information Security Awareness; 3. Anti-Bribery Management System; 4. Update on regulatory changes/amendments issued under various applicable laws.	100%
Key Managerial Personnel	8	1. Prevention of Sexual Harassment; 2. Health & Safety; 3. Well-Being & Human Rights; 4. Code of Conduct and Ethics; 5. Cyber Security and Information Security Awareness; 6. Anti-Bribery Management System; 7. Risk Management; 8. Update on regulatory changes/amendments issued under various applicable laws.	100%
Employees other than BOD and KMPs	12	1. Prevention of Sexual Harassment; 2. Health & Safety; 3. Well-Being & Human Rights; 4. Code of Conduct and Ethics; 5. Cyber Security and Information Security Awareness; 6. Anti-Bribery Management System.	100%
Workers	NA	NA	NA

Note:

1. *The Company doesn't have any staff in 'permanent workers' categories.*
2. *Impact of the trainings –*
   a. *BODs: Enhanced leadership awareness of compliance, ethics, risk management, cyber security, and governance, supporting informed decision-making.*
   b. *KMPs: Strengthened the Board's awareness of ethical governance, recent amendments, cybersecurity, regulatory compliance, and anti-bribery practices, enabling effective oversight and informed decision-making.*
   c. *Employees: The training programmes enhanced employees' awareness of the Company's policies, ethical standards, workplace safety, human rights, cyber security, and anti-bribery requirements. These programmes strengthened the compliance culture, promoted responsible workplace behaviour, improved risk awareness, and supported a safe, ethical, and inclusive work environment.*

2 **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹) (For Monetary Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NA				
Settlement					
Compounding fee					

Non-Monetary				
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA			
Punishment				

Note: No penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year.

3 **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed**

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
NA	NA

4 **Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)**

If Yes, provide details in brief

Yes,

The Company maintains a zero-tolerance approach towards bribery, corruption, kickbacks, and all other forms of unethical business conduct. The Company's Anti-Bribery and Anti-Corruption Policy establishes the principles and controls for preventing, detecting, and addressing bribery and corruption across its operations. The Policy applies to directors, employees, and other relevant stakeholders, and reinforces the Company's commitment to conducting business with integrity, transparency, and in compliance with applicable laws and regulations. It also provides mechanisms for reporting suspected violations, ensuring appropriate investigation, and taking disciplinary action, where warranted. These measures form an integral part of the Company's corporate governance and ethical business framework.

If Yes, Provide a web link to the policy, if available

https://www.optiemus.com/policies/OIL_Anti-BriberyorAnti-CorruptionPolicy.pdf

5 **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particulars	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	NA	NA

Note: The Company doesn't have any staff in 'workers' categories.

6 **Details of complaints with regard to conflict of interest:**

Case Details	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

7 **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest**

There were no cases of corruptions or conflicts of interest, which required action by regulators/ law enforcement agencies/judicial institutions.

8 **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/ services procured) in the following format:**

Particulars	FY 2025-26	FY 2024-25
Number of days of accounts payables	14	113

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0%	0%
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses.	0%	0%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	99.96%	99.91%
	b. Number of dealers / distributors to whom sales are made	73	90
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	99.33%	98.89%

Parameter	Metrics		FY 2025-26	FY 2024-25
Share of RPTs in	a.	Purchases (Purchases with related parties/ Total Purchases)	0.0037%	52.95%
	b.	Sales (Sales to related parties/ Total Sales)	0.24%	4.39%
	c.	Loans & advances (Loans & advances given to related parties/ Total loans & advances)	0%	*0%
	d.	Investments (Investments in related parties/ Total Investments made)	99.98%	99.98%

**All loans and advances provided to related parties during the year have been fully repaid by them during the FY 2024-25. As on March 31, 2025, there was no outstanding balances due from related parties.*

Leadership Indicators

1 **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
NA		

2	**Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)**	Yes
	If Yes, provide details of the same	The Company has established procedures to effectively manage and prevent conflicts of interest involving Board members, as outlined in the Code of Conduct for Directors and Senior Management. To prevent any potential conflict of interest, employees must ensure that their personal interests do not interfere with the Company's interests, particularly when considering investments in the Company's customers, suppliers or competitors. Prior to making such investments, individuals should thoroughly assess whether these decisions could impact their responsibilities to the Company. In the event of a conflict of interest arising, full disclosure of all relevant facts and circumstances must be made to the Board of Directors for proper resolution. This ensures transparency and upholds the integrity of both personal and company interests.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

S.No.	Particulars	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
1	**R & D**	0%	0%	NA
2	**Capex**	0%	0%	NA

2

a.	**Does the entity have procedures in place for sustainable sourcing? (Yes/No)**	*No
b.	**If yes, what percentage of inputs were sourced sustainably?**	NA

**As the Company is primarily engaged into wholesale and distribution of telecommunication and allied products, it remains committed to progressively incorporating sustainable sourcing practices into its procurement processes.*

3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a)	**Plastics (including packaging)**	NA
(b)	**E-waste**	NA
(c)	**Hazardous waste**	NA
(d)	**Other waste**	NA

4

a.	**Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No)**	*NA
b.	**If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**	NA
c.	**If not, provide steps taken to address the same**	NA

**Since the Company is primarily engaged in wholesale and distribution of telecommunication and its allied products, and tempered glass, EPR is not applicable to the Company.*

Leadership Indicators

1 **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? (Yes/No) :** *NA

If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
NA						

**Since the Company is primarily engaged into wholesale and distribution of telecommunication and its allied products, LCA is not applicable to the Company.*

2 **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

S.No.	Name of Product / Service	Description of the risk / concern	Action Taken
NA			

3 **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)**

S.No.	Indicate input material	Recycled or re-used input material to total material (In % to Total Material considering the Value)	
		FY 2025-26	FY 2024-25
NA			

4 **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

S.No.	Particulars	FY 2025-26			FY 2024-25		
		Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)	Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)
1.	Plastics (including packaging)	NA	NA	NA	NA	NA	NA
2.	E-waste	NA	NA	NA	NA	NA	NA
3.	Hazardous waste	NA	NA	NA	NA	NA	NA
4.	Other waste	NA	NA	NA	NA	NA	NA

5 **Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

S.No.	Indicate product category	Reclaimed products and their packaging materials (as % of total products sold in respective category)
NA		

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	40	40	100%	40	100%	NA	NA	0	0%	0	0%
Female	3	3	100%	3	100%	3	100%	NA	NA	0	0%
Total	**43**	**43**	**100%**	**43**	**100%**	**3**	**100%**	**0**	**0%**	**0**	**0%**
Other than Permanent employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

b. **Details of measures for the well-being of workers:**

Category	Total (A)	% of workers covered by									
		Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than Permanent workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: The Company doesn't have any staff in 'other than permanent employees' and 'workers' categories.

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent)**

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company.	0.0042%	0.0051%

2 **Details of retirement benefits, for Current Financial Year and Previous Financial Year**

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Yes/No/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Yes/No/NA)
PF	79.07%	NA	Yes	70.00%	NA	Yes
Gratuity	100.00%	NA	Yes	100.00%	NA	Yes
ESI	13.95%	NA	Yes	22.50%	NA	Yes
Others please specify	NA	NA	NA	NA	NA	NA

Note: The Company doesn't have any staff in 'workers' categories.

3 **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes
If not, whether any steps are being taken by the entity in this regard.	As of now, the Company does not have any employee with special abilities. However, the Company's Corporate Office has accessibility features for differently abled persons. The Company is committed to foster an inclusive and accessible workplace in accordance with the requirements of the Rights of Persons with Disabilities Act, 2016.

4	**Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**	Yes
	If so, provide a web-link to the policy.	*https://www.optiemus.com/pdf/OILPolicyonRightsofPersonswithDisabilities.pdf*

5 **Return to work and Retention rates of permanent employees and workers that took parental leave**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0%	0%	NA	NA
Female	0%	0%	NA	NA
Total	0%	0%	NA	NA

Note: The Company doesn't have any staff in 'permanent workers' categories.

6 **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	NA	NA
Other than Permanent Workers	NA	NA
Permanent Employees	Yes	The Company's Open-Door policy ensures effective channels for addressing the concerns of employees. To support grievance, the Company has a dedicated HR portal for filing complaints. Employees may raise their grievances at *https://hrone.cloud/* or by sending an email to the HR Department at hr@optiemus.com, or by submitting a written application to the HR Department. Further, the Company's Vigil Mechanism/Whistle Blower Policy is a mechanism that allows Employees and Directors to report genuine concerns, including suspected or actual instances of fraud, unethical conduct, or violations. It also ensures that complainants are protected with full anonymity against any victimisation practices. The employee, on becoming aware of any suspected or actual fraud, can file their grievances to Mr. Vikas Chandra, Company Secretary & Compliance Officer, who also serves as the Vigilance Officer of the Company, through an e-mail at cs.vikas@optiemus.com or by submitting a written complaint (protected disclosure). The Company's Vigil Mechanism/Whistle Blower Policy can be accessed at *https://www.optiemus.com/policies.html*. Also, the Internal Complaints Committee **("ICC")** of the Company address complaint relating to sexual harassment at workplace. The composition of the ICC and the grievance redressal process are detailed in the Company's POSH Policy, which is available on the Company's website at *https://www.optiemus.com/policies.html*.
Other than Permanent Employees	NA	NA

Note: The Company doesn't have any staff in 'other than permanent employees' and 'workers' categories.

7 **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	43	0	0%	40	0	0%
Male	40	0	0%	38	0	0%
Female	3	0	0%	2	0	0%
Total Permanent Workers	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

8. **Details of training given to employees and workers**

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No (B)	%(B/A)	No (C)	%(C/A)		No (E)	%(E/D)	No (F)	%(F/D)
Employees										
Male	40	40	100%	35	87.50%	38	35	92.11%	30	78.95%
Female	3	3	100%	3	100.00%	2	2	100.00%	2	100%
Total	**43**	**43**	**100%**	**38**	**88.37%**	**40**	**37**	**92.50%**	**32**	**80.00%**
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

9 **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	40	40	100%	38	38	100%
Female	3	3	100%	2	2	100%
Total	**43**	**43**	**100%**	**40**	**40**	**100%**
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

10 Health and safety management system:

a.	**Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)**	Yes
	If yes, the coverage such system?	The Company has necessary arrangements in place covering occupational health and safety measures such as fire safety audits, installation of fire and smoke detection systems, periodic health check-ups of employees, and conduct of mock drills for emergency situations including fire and earthquake evacuation procedures.
b.	**What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**	The Company identifies and mitigates workplace risks through regular monitoring and safety measures such as access control systems, CCTV surveillance, fire safety systems, 24×7 security arrangements, safe drinking water facilities, and access to medical support. These measures help in identifying and reducing both routine and non-routine workplace hazards.
c.	**Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/ No)**	NA, the Company doesn't have any workers.
d.	**Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**	*Yes

**The Company ensures overall well-being of employees by providing health insurance, accident insurance, regular health check-ups for its employees.*

11 Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	**Employees**	0	0
	Workers	-	-
Total recordable work-related injuries	**Employees**	0	0
	Workers	-	-
No. of fatalities	**Employees**	0	0
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	**Employees**	0	0
	Workers	-	-

12	**Describe the measures taken by the entity to ensure a safe and healthy workplace**	The Company prioritizes the health and safety of its employees and is committed to maintain a safe and healthy workplace environment. To support this commitment, the Company has implemented various measures, including fire safety audits, regular employee health check-ups, and mock drills for emergencies such as earthquakes, fire incidents, and evacuation procedures. The Company continues to strengthen these measures to further enhance workplace health and safety standards.

13 **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

Note: The Company doesn't have any 'workers'.

14 **Assessments for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	*100%
Working Conditions	*100%

**The Company has undertaken a self-assessment focusing on health and safety practices and working conditions*

15	**Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**	*NA

**No safety-related incidents or major concerns have been reported.*

Leadership Indicators

1	**Does the entity extend any life insurance or any compensatory package in the event of death of**	
	(A) Employees (Yes/No)	Yes
	(B) Workers (Yes/No)	NA
2	**Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners**	NA

3 **Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Particulars	Total No. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	0	0	0	0
Workers	NA	NA	NA	NA

4	**Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**	No*

**The Company does not have a dedicated formal transition assistance program; however, it periodically conducts skill enhancement trainings for all employees during their tenure. These programs are tailored to the specific needs of each cadre and functional area, thereby equipping employees with competencies that can support their career pursuits post-retirement or upon separation from the organization.*

5 Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NA
Working Conditions	NA

6	**Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**	NA

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1	**Describe the processes for identifying key stakeholder groups of the entity.**	The Company identifies and prioritizes its key stakeholder groups based on their significance to the Company's operations, the extent of the Company's impact on such stakeholders and their ability to influence the Company's business activities and decision-making processes. The identification of stakeholders is undertaken considering the Company's business relationships and areas of interaction with various internal and external stakeholders. The key stakeholder groups identified by the Company include Customers, Suppliers, Employees, Regulatory Authorities, Communities, and Investors.

2 **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other-Please Specify)	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Shareholders & Investors	No	Annual General Meeting, Shareholder meetings, e-mail, Stock Exchange (SE) announcements, investor/analysts meetings/ conference calls, annual reports, quarterly results, media releases, Notice Board and the Company's website.	Quarterly/Half Yearly/Annually/ as and when required	Key topics of engagement include the Company's business performance, financial health, growth outlook, and material disclosures, as well as shareholders' queries related to duplicate share certificates, transmission, dematerialization, dividends, and other related matters.
2	Employees	No	Senior leaders' communication, cultural events, Performance appraisal review, Training and Development initiatives, wellness initiatives, e-mail, poster campaigns, intranet, circulars and newsletters.	Continuous	Engagement areas include employee satisfaction, performance-linked incentives, career-oriented training and development, ensuring a safe and healthy workplace, fostering a discrimination-free environment across all identities and maintaining swift grievance redressal systems.
3	Customers	No	Website, complaints management, helpdesk, conferences, customer surveys, face-to-face meetings, e-mail, Customer feedback, advertisement, newspapers and other digital platforms.	Event-based/ as and when required	Engagement with customers to understand their requirements, address queries and feedback, strengthen business relationships, identify opportunities for collaboration, and deliver products that meet customer expectations.
4	Regulatory Authorities	No	Meetings, calls, and e-mail with different government bodies and ministries	As and when required	We consider this as a valuable opportunity to stay informed about evolving regulatory requirements, explore collaborative solutions to critical challenges, and contribute positively to environmental and social outcomes through active participation in government-led initiatives.
5	Suppliers	No	Regular interaction through phone, e-mail and in-person	Event-based/ as and when required	Engagement focuses on strengthening collaboration through effective negotiations, efficient supply chain management, timely query resolution, quality assurance, ethical business practices, and building long-term supplier relationships.
6	Community	Yes	E-mail, Website, Phone calls and through trusts	Event-based/ as and when required	Monitoring & implementing the CSR projects and activities and understanding need & concerns of the community.

Leadership Indicators

1 **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board**

The Company engages with stakeholders through various channels to gather insights on economic, environmental, and social matters. These interactions include meetings, surveys, feedback mechanisms and public disclosures. While direct consultations with the Board may not occur in every instance, relevant feedback is systematically compiled and presented to the Board or its designated committees by the management team. This ensures that stakeholders perspectives are considered in strategic decision-making and policy formulation, reinforcing the Company's commitment to transparency, accountability, and sustainable growth.

2 **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. (Yes/No):** Yes

If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity

The Company actively incorporates stakeholder consultations to identify and manage key environmental and social topics. Feedback received through employee engagement initiatives, customer interactions, and investor communications has guided the Company in refining its internal policies, enhancing workplace practices, and aligning its operations with evolving sustainability expectations. These insights have contributed to ongoing improvements in areas such as employee well-being, ethical business conduct and environmental responsibility.

3 **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups :** NA

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1 **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	43	43	100%	40	40	100%
Other than permanent	NA	NA	NA	NA	NA	NA
Total Employees	**43**	**43**	**100%**	**40**	**40**	**100%**
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	NA	NA	NA	NA	NA	NA

2 **Details of minimum wages paid to employees and workers**

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than minimum Wage		Total (D)	Equal to Minimum Wage		More than minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	40	0	0%	40	100%	38	0	0%	38	100%
Female	3	0	0%	3	100%	2	0	0%	2	100%
Total	43	0	0%	43	100%	40	0	0%	40	100%
Other than permanent										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Workers										
Permanent										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than permanent										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: The Company doesn't have any staff in 'other than permanent employees' and 'workers' categories.

3 **Details of remuneration/salary/wages**

a. **Median remuneration/ wages:**

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (₹ In Lakhs)	Number	Median remuneration/ salary/ wages of respective category (₹ In Lakhs)
Board of Directors (BOD)*	1	90.00	0	0
Key Managerial Personnel**	3	39.31	0	0
Employees other than BOD and KMP***	37	4.29	3	4.90
Workers	NA	NA	NA	NA

**a. The Company has 1 (One) executive director who is paid remuneration; therefore, median remuneration cannot be computed; hence, the actual salary of Mr. Ashok Gupta, Executive Director, is mentioned here.*

b. The Company has 5 (Five) Non-Executive Directors, out of which 4 (Four) are Independent Directors. The Independent Directors were paid only sitting fees, and 1 (One) Non-Executive Director is not withdrawing any salary or sitting fee. Please refer Corporate Governance for more details.

***KMP includes 1 (One) Whole Time Director.*

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

Particulars	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	2.57%	*2.65%

**The number for FY 2024-25 has been updated in line with the calculation methodology adopted in FY 2025-26.*

4	**Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**	Yes, The Company has HR department dedicated to addressing issues related to human rights. Mr. Vikas Chandra, Company Secretary & Compliance Officer of the Company who also serves as the Vigilance Officer for the Vigil Mechanism. We have established a whistle blower policy that allows both employees and directors to report any concerns or issues. The Audit Committee conducts a quarterly review of these reports.
5.	**Describe the internal mechanisms in place to redress grievances related to human rights issues.**	The Company has HR help desk in our cloud bases HRMS Software, where employee can register their grievances and get it resolved.

6 **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NA	0	0	NA
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/ Involuntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other Human rights related issues	0	0	NA	0	0	NA

Note: There are no workers in the organisation.

7 **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particulars	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/ workers	0%	0%
Complaints on POSH upheld	0	0

8	**Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**	All employees have access to the Company's HR Portal, where they can submit their issues. Such issues are considered and resolved by HR Department. Further, the Company has established an Internal Compliant Committee (ICC). This Committee operates independently, making decisions and taking actions in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
9.	**Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)**	Yes

10 **Assessments for the year:**

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

Note: The Company has undertaken a self-assessment focusing on Child labour, Forced/ involuntary labour, Sexual harassment, Discrimination at workplace and Wages.

11	**Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**	NA

Leadership Indicators

1	**Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**	The Company has not received any complaints/ grievances on issues related to human rights, therefore, no modification was required to introduce in current business process as a result of addressing human rights grievances/complaints.
2	**Details of the scope and coverage of any Human rights due-diligence conducted.**	The Company's top management is closely monitoring and overseeing the implementation of these measures to ensure uniform adoption across all locations.
3	**Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016? (Yes/No)**	*Yes

**The Company doesn't have any employee with disability. However, the Company's Corporate Office has accessibility features for differently abled persons. The Company is committed to foster an inclusive and accessible workplace.*

4 **Details on assessment of value chain partners:**

Name of the Assessment	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	NA
Discrimination at workplace	NA
Child Labour	NA
Forced Labour/Involuntary Labour	NA
Wages	NA
Others – please specify	NA

5	**Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**	NA

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1 **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2025-26 (in Giga Joules)	FY 2024-25 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumption from renewable sources (A+B+C)	0	0
From non- renewable sources		
Total electricity consumption (D)	206.57	175.88
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Total energy consumption from non-renewable sources (D+ E+ F)	206.57	175.88
Total energy consumed (A + B+ C+D + E+ F)	206.57	175.88
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	0.0000000285	0.0000000297
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP]	0.0000005803	0.0000006143
Energy intensity in terms of physical output [Total enery consumed (GJ)/full time equivalent (FTE)]	4.8039534884	4.3970000000
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Note: Indicate if any independent assessment/ evaluation Assurance has been carried out by an external agency?	No	
If yes, name of the external agency	NA	

Note: The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India for the year 2025, which is 20.66.

2	**Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)**	NA
	If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any	NA

3 **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Ground water	409.05	353.34
(iii) Third party water	0	8.00
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in Kilolitres) (i + ii + iii + iv + v)	**409.05**	**361.54**
Total volume of water consumption (in Kilolitres)	**81.81**	**72.31**
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.0000000113	0.0000000122
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP]	0.0000002298	0.0000002526
Water intensity in terms of physical output [Total water consumption (in KL) / Full Time Equivalent (FTE)]	1.9025581395	1.8077500000
Water intensity (optional) – the relevant metric may be selected by the entity	–	-
Note: Indicate if any independent assessment/ Evaluation Assurance has been carried out by an external agency? (Yes/No)	No	
If yes, name of the external agency	NA	

Note: During the reporting year, the Company adopted the methodology proposed in the Urban Wastewater Scenario in India study (August 2022), which considers a 20% water loss factor while calculating water consumption. To ensure consistency and comparability across reporting periods, the revised methodology has been applied retrospectively, and the previous year's figures have been restated accordingly.

4 Provide the following details related to water discharged:

Parameter		FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in Kilolitres)			
i.	**To Surface water**		
	- No treatment	0	0
	- With treatment- please specify level of treatment	0	0
ii.	**To Groundwater**		
	- No treatment	0	0
	- With treatment- please specify level of treatment	0	0
iii.	**To Seawater**		
	- No treatment	0	0
	- With treatment – please specify level of treatment	0	0
iv.	**Sent to third- parties**		
	- No treatment	327.24	289.23
	- With treatment – please specify level of treatment	0	0
v.	**Others**		
	- No treatment	0	0
	- With treatment – please specify level of treatment	0	0
Total water discharged (in Kilolitres)		**327.24**	**289.23**
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Yes/No)		No	
If yes, name of the external agency.		NA	

Note: Water consumption at office locations is discharged into community sewage.

5

Has the entity implemented a mechanism for Zero Liquid Discharge?	No
If yes, provide details of its coverage and implementation.	NA

Note: The Company's water consumption is primarily for domestic use and is not utilised in any operational processes; however, we acknowledge the impact of water discharge on the environment and remain committed to addressing it responsibly.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	NA	NA	NA
SOx	NA	NA	NA
Particulate matter (PM)	NA	NA	NA
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others – please specify	NA	NA	NA
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Yes/No)		No	
If yes, name of the external agency		NA	

Note: The Company is primarily engaged in the wholesale and distribution of telecommunication and its allied products and is not involved in any operations where such emissions are generated.

7 **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	0	0
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	40.74	35.52
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]		0.0000000056	0.0000000060
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations in rupees adjusted for PPP]		0.0000001144	0.0000001241
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$)/ Full Time Equivalent (FTE)]		0.9474418605	0.8880000000
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Yes/No)		No	
If yes, name of the external agency		NA	

Note: Source of emission factors used – CEA's CDM – CO2 Baseline Database User Guide Version 21.

8 **Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)**	No
If Yes, then provide details.	NA

9 **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	The data cannot be collated because the waste generated is minuscule and is collected by the municipal corporation.	The data cannot be collated because the waste generated is minuscule and is collected by the municipal corporation.

Parameter	FY 2025-26	FY 2024-25
E-waste (B)	NIL	NIL
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste (E)	NA	NA
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any (Break-up by composition i.e. by materials relevant to the sector)	NA	NA
Total (A + B + C + D + E + F + G + H)	NA	NA
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	NA	NA
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP	NA	NA
Waste intensity in terms of physical output Total waste generated (in MT) / Full Time Equivalent (FTE)]	NA	NA
Waste intensity (optional)- the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	**FY 2025-26**	**FY 2024-25**
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total	NA	NA
Note: Indicate if any independent assessment/ evaluation Assurance has been carried out by an external agency? (Yes/No)	NA	NA
If yes, name of the external agency	NA	NA

Note-The Company is primarily engaged in the wholesale and distribution of telecommunication and its allied products, hence the quantity of waste generated is minuscule and it is non-hazardous in nature, which is collected by the municipal corporation on a regular basis. However, the Company is in the process of establishing the system to measure such waste.

10	**Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**	The quantity of waste generated is minuscule and it is non-hazardous in nature, which is collected by the municipal corporation on a regular basis.

11 If the entity has operations/offices in and around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Yes/No)	If no, the reasons thereof and corrective action taken, if any
NA				

12 Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

13 Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Yes/No/NA) : Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA			

Leadership Indicators

1 Water withdrawal, consumption, and discharge in areas of water stress (in Kilolitres):

For each facility/ plant located in areas of water stress, provide the following information:

i. Name of the area –

ii. Nature of operations –

iii. Water withdrawal consumption and discharge in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in Kilolitres)		
i. Surface water	-	-
ii. Groundwater	-	-
iii. Third party water	-	-

Parameter	FY 2025-26	FY 2024-25
iv. Seawater / desalinated water	-	-
v. Others	-	-
Total volume of water withdrawal (in kilolitres)	-	-
Total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee of turnover (Water consumed/ turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in Kilolitres)		
(i) Into Surface Water	-	-
— No treatment	-	-
— With treatment – please specify level of treatment	-	-
(ii) Into Ground Water	-	-
— No treatment	-	-
— With treatment – please specify level of treatment	-	-
(iii) Into Seawater	-	-
— No treatment	-	-
— With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
— No treatment	-	-
— With treatment – please specify level of treatment	-	-
(v) Others	-	-
— No treatment	-	-
— With treatment – please specify level of treatment	-	-
Total Water discharged (in kilolitres)	-	-
Note: Indicate if any independent assessment/ evaluation Assurance has been carried out by an external agency? (Yes/No)	No	
If yes, name of the external agency	NA	

2 **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)		-	-
Total Scope 3 emissions per rupee of turnover		-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-
Note: Indicate if any independent assessment/ evaluation assurance has been carried out by an external agency? (Yes/No) **If yes, name of the external agency**		NA	

Note: The Company will establish necessary systems and processes for calculation of scope 3 emissions in times to come.

3	**With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities**	NIL

4 **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
NIL		

5	**Does the entity have a business continuity and disaster management plan? :** **Give details in 100 words/ web link**	Yes, A Business Continuity plan refers to maintaining business functions or quickly resuming them in the event of a major disruption, whether caused by a fire, flood, server crash, machinery failure, cyber breach or any other act of God. A business continuity plan outlines procedures and instructions the Company must follow in the face of such disasters; it covers business processes, assets, human resources, IT infrastructure, critical machinery, business partners and more. The Company has a well-documented business continuity plan for any contingency situation, covering all perceivable circumstances. The plan covers alternative sites and contingency processes, defined roles and escalation mechanisms, preventive maintenance and emergency repairs, secure data backups, redundant IT infrastructure, recovery procedures for system failures and cyber incidents, and timely communication with employees, partners and stakeholders.
6	**Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard**	NIL
7	**Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts**	NIL
8	**How many Green Credits have been generated or procured:**	
	a. By the listed entity	NIL
	b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners	NIL

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1 a. **Number of affiliations with trade and industry chambers/ associations. :** NA

b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State / National)
	NA	

Note: The Company is not a member of / or affiliated with any industry chambers/ associations.

2 **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
	NA	

Leadership Indicators

1 **Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others-Please specify)	Web Link, if available
			NA		

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1 **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
			NA		

2 **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
				NA		

3	**Describe the mechanisms to receive and redress grievances of the community**	The Company is committed to maintain open and transparent communication with the communities impacted by its operations and CSR initiatives. Community members and beneficiaries may submit their grievances, concerns, suggestions, or feedback through the Company's dedicated e-mail at care@optiemus.com or via the Contact Us section on the Company's website at *https://www.optiemus.com/contactus.php.*

4 **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particulars	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	0%	0%
Directly from within India	100%	100%

5 **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2025-26	FY 2024-25
Rural	0.00%	0.00%
Semi-urban	0.00%	0.00%
Urban	0.00%	0.00%
Metropolitan	100.00%	100.00%

Note: The number for FY 2024-25 has been restated in line with the calculation methodology adopted in FY 2025-26.

Leadership Indicators

1 **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
NA	

2 **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount spent (In INR)
NIL			

3	(a)	Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No/NA)	NA
	(b)	From which marginalized /vulnerable groups do you procure?	NA
	(c)	What percentage of total procurement (by value) does it constitute?	NA

4 **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
NA				

5 **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved**

Name of authority	Brief of the Case	Corrective action taken
NA		

6 **Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently-able, & livelihood enhancement projects	4,700	98.94%

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1	**Describe the mechanisms in place to receive and respond to consumer complaints and feedback**	The Company has established a customer grievance redressal mechanism to receive, address and resolve customer complaints and feedback in a timely and transparent manner. Customers of the Company's telecommunication and allied products may submit their queries, complaints, or feedback through the Single Point of Contact available on the Company's website at *https://www.optiemus.com/contactus.php*. For products marketed under the Company's tempered glass brand, RhinoTech, customers can directly contact the dedicated customer support team at support@RhinoTech.co.in or contact at +91 9773589242 for assistance and grievance redressal. The Company is committed to acknowledge customer grievances promptly, resolving them within reasonable timelines, maintaining appropriate records of complaints, and leveraging customer feedback to strengthen product quality, service standards, and overall customer experience. All customer complaints and feedback received through the above channels are reviewed by the concerned teams and, where necessary, escalated to the appropriate functional heads to ensure timely and effective resolution

2 **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	*NA
Safe and responsible usage	*NA
Recycling and/or safe disposal	*NA

**The Company is engaged in wholesale trading, hence this clause is not applicable.*

3 **Number of consumer complaints in respect of the following:**

Particulars	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of Essential Services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

4 **Details of instances of product recalls on account of safety issues:**

Particulars	Number	Reasons for recall
Voluntary recalls	*0	NA
Forced recalls	*0	NA

**As a trading company, the Company sources products from established manufacturers/suppliers and endeavors to ensure that products comply with applicable quality and safety requirements before being placed in the market.*

5	**Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)**	Yes, the organization has established a comprehensive Information Security Management System (ISMS) based on a proactive business-risk approach to safeguard organisational assets and maintain data privacy. Key technical and operational risk mitigation measures include role-based access controls for enterprise systems, mandatory strong password parameters, and strict restrictions against unauthorized removable storage media or public file-sharing services. Furthermore, data privacy is reinforced through physical security controls such as clear desk and clear screen protocols, secure media disposal procedures (including low-level formatting and shredding), dedicated incident reporting mechanisms, and a tiered disciplinary framework to enforce strict adherence to information security standards.
	If available, provide a web-link of the policy	*https://www.optiemus.com/pdf/OILITPolicy.pdf*
6	**Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services**	NA

7	**Provide the following information relating to data breaches:**		
	a.	**Number of instances of data breaches**	0
	b.	**Percentage of data breaches involving personally identifiable information of customers**	0%
	c.	**Impact, if any, of the data breaches**	NA

Leadership Indicators

1	**Channels / Platforms where information on products and services of the entity can be accessed (provide web link, if available)**	The Company's website provides detailed information on the products sold region-wise. Web link of the same is: *https://www.optiemus.com/what_we_do.html*
2	**Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**	The Company is engaged in trading. While it does not manufacture or own the products, it endeavors to ensure that accurate product information and safe usage instructions, as provided by the respective manufacturers/brand owners, accompany the products supplied to customers, wherever applicable
3	**Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services**	*NA

**The Company does not provide essential services. However, the Company informs consumers about any risk of disruption/discontinuation of its business activities through the website, emails, and direct contact, as and when required.*

4	**Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/NA)**		*NA
	a.	**If yes, provide details in brief**	*NA
	b.	**Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**	No

**As a trading company, the Company ensures that products sourced from established manufacturers/suppliers comply with applicable statutory labeling and information requirements.*

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Optiemus firmly believes in adopting the best Corporate Governance practices since its inception. The philosophy of the Company on Corporate Governance is to ensure transparency, accountability, integrity and equity in all its operations, provide disclosures and enhance stakeholder's value without compromising in any way on compliance with the applicable laws and regulations.

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

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
- The Board is strong enough with optimum combination of Executive and Non-Executive Directors, including Independent Directors, who represent the interest of all stakeholders.

The 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**. In its pursuit of excellence towards corporate governance, the Company has adopted the Whistle Blower Policy, Code of Conduct for Board of Directors and Senior Management Personnel, Code of conduct to regulate, monitor and report trading by designated persons and their immediate relatives.

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

2. BOARD OF DIRECTORS

The Board of Directors is the apex governing body of the Company and is entrusted with the responsibility of providing strategic direction and effective oversight to ensure sustainable value creation for all stakeholders. The Board is committed to uphold the highest standards of corporate governance and is responsible for fostering a culture of integrity, ethical conduct, accountability, transparency, and sustainable business practices across the organisation.

The Company's governance culture is driven by the quality, experience, and leadership of its Board of Directors. The Company believes that diversity of skills, experience, perspectives, and professional backgrounds strengthens the effectiveness of the Board and enhances the quality of its deliberations and decision-making process. The Board comprises eminent professionals with rich and diverse experience across various fields of management, finance, business, law and industry. In line with the Company's commitment to the principles of integrity, transparency, and sound corporate governance, the Board has an appropriate mix of Executive, Non-Executive, and Independent Directors, ensuring an effective balance between management and independent oversight.

i. Composition

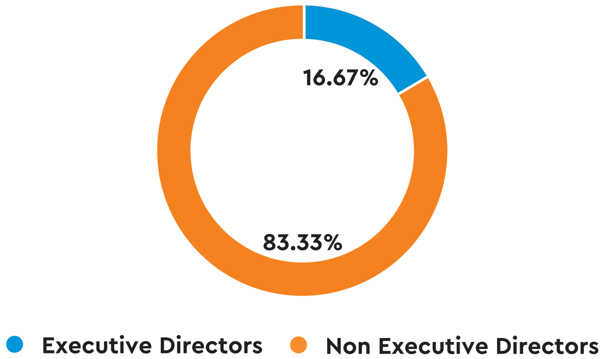
As on March 31, 2026, the Board of the Company comprised six Directors, consisting of one Executive Director who is also the Chairman of the Board, four Non-Executive Independent Directors (including One Woman Independent Director) and one Non-Executive Non-Independent Director.

In terms of Regulation 17 of SEBI Listing Regulations, where the Chairperson of a Listed Company is Executive Director, then atleast half of the Board of the Company should comprise of Independent Directors. Since the Company has an Executive Director as Chairman, the provision of having half of the Board as Independent Directors is met at the Company.

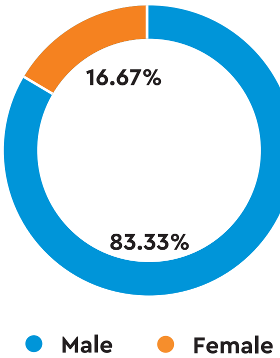
Further, none of the Independent Directors have any pecuniary relationship or transaction with the Company except entitlement to sitting fees for attending Board/Committee Meetings of the Company.

The brief profile of all the Directors on the Board of the Company is available on the website of the Company at www.optiemus.com.

Board Composition



Board Diversity



The composition of the Board of Directors is in conformity with Regulation 17 of SEBI Listing Regulations and Section 149 of the Companies Act, 2013 **("the Act")**, as amended from time to time.

The details of Directors on the Board of the Company as on March 31, 2026 including their attendance at the Board Meetings and Annual General Meeting during the financial year ended March 31, 2026 along with number of directorships held in other Companies and number of Committees in which Director is a Member or Chairperson, is provided in the below Table:

Name of Director & DIN	Category	Designation	Attendance Particulars for the FY 2025-26			Number of Directorships in Companies*	Committees Position in Indian Companies#	
			No. of Board Meetings which directors were entitled to attend	No. of Board Meetings attended	Last AGM (September 30, 2025)		Member	Chairperson
Mr. Ashok Gupta (DIN: 00277434)	Promoter & Whole time Director (Executive)	Executive Chairman	6	6	Yes	10	1	-
Mr. Neetesh Gupta (DIN: 00030782)	Non-Executive Non-Independent Director	Director	6	2	Yes	10	2	-
Mr. Gauri Shankar (DIN: 06764026)	Non-Executive Independent Director	Director	6	6	Yes	6	2	3

Name of Director & DIN	Category	Designation	Attendance Particulars for the FY 2025-26			Number of Directorships in Companies*	Committees Position in Indian Companies#	
			No. of Board Meetings which directors were entitled to attend	No. of Board Meetings attended	Last AGM (September 30, 2025)		Member	Chairperson
Mr. Naresh Kumar Jain[1] (DIN: 01281538)	Non-Executive Independent Director	Director	4	4	Yes	NA	NA	NA
Mr. Rakesh Kumar Srivastava (DIN: 08896124)	Non-Executive Independent Director	Director	6	6	Yes	2	2	-
Ms. Ritu Goyal (DIN: 05180676)	Non-Executive Independent Director	Director	6	5	Yes	5	3	1
Mr. Vishal Rajpal[2] (DIN: 00864403)	Non-Executive Independent Director	Director	2	2	NA	1	1	1

[1]Mr. Naresh Kumar Jain has ceased to be an Independent Director of the Company upon completion of 2 (Two) consecutive terms of 5 (Five) years each with effect from the closure of business hours on October 27, 2025.

[2]Mr. Vishal Rajpal has been appointed as an Independent Director of the Company for a first term of 3 (Three) consecutive years effective from October 28, 2025.

**Includes directorship in Optiemus Infracom Limited and excludes directorships in Private Companies, Foreign Companies, Companies registered under Section 8 of the Act.*

#For the purpose of considering the limit of Committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies (listed and unlisted) including Optiemus Infracom Limited are reckoned.

Notes:

(i) None of the Directors of the Company holds directorship in excess of the limit specified in sub-section (1) of Section 165 of the Act and Regulation 17A of SEBI Listing Regulations.

(ii) None of the Directors of the Company serves as a member in more than 10 Committees and Chairperson of more than 5 Committees across all the public companies in which he/she is a Director, as specified in Regulation 26 of SEBI Listing Regulations.

ii. Names of the Listed Entities where the person is a Director and the category of Directorship as on March 31, 2026

Sr. No.	Name of the Director	Name of Listed Entity(ies)	Category of Directorship
1.	Mr. Ashok Gupta	Optiemus Infracom Limited	Whole-time Director
2.	Mr. Neetesh Gupta	Optiemus Infracom Limited Skyweb Infotech Limited	Non-Executive Director Non-Executive Director
3.	Mr. Gauri Shankar	Optiemus Infracom Limited PNC Infratech Limited	Independent Director Independent Director
4.	Mr. Rakesh Kumar Srivastava	Optiemus Infracom Limited	Independent Director
5.	Ms. Ritu Goyal	Optiemus Infracom Limited Skyweb Infotech Limited A2Z Infra Engineering Limited	Independent Director Independent Director Independent Director
6.	Mr. Vishal Rajpal	Optiemus Infracom Limited	Independent Director

iii. Details of Board Meetings held during the year

During the financial year 2025–26, the Board met 6 (Six) times. The attendance of each Director at the meeting of Board of Directors is given below:

Sr. No.	Name of Directors	Date of Board Meeting					
		14-May-25	26-May-25	14-Aug-25	28-Aug-25	14-Nov-25	13-Feb-26
1.	Mr. Ashok Gupta	✓	✓	✓	✓	✓	✓
2.	Mr. Neetesh Gupta	-	✓	-	-	✓	-
3.	Mr. Gauri Shankar	✓	✓	✓	✓	✓	✓
4.	Mr. Naresh Kumar Jain*	✓	✓	✓	✓	NA	NA
5.	Mr. Rakesh Kumar Srivastava	✓	✓	✓	✓	✓	✓
6.	Ms. Ritu Goyal	✓	✓	✓	✓	-	✓
7.	Mr. Vishal Rajpal#	NA	NA	NA	NA	✓	✓

**Ceased to be an Independent Director of the Company w.e.f. closure of business hours on October 27, 2025.*

#Appointed as an Independent Director of the Company w.e.f. October 28, 2025.

During the year, the maximum interval between any two consecutive Board Meetings did not exceed 120 days.

iv. Board Meetings and procedure

The meetings of the Board are conducted in accordance with a structured agenda to facilitate informed deliberations and effective decision-making. The schedule of the Board Meetings is finalised in consultation with the Board Members and communicated to them in advance. The agenda for each Board Meeting is prepared in consultation with the Chairman, and the Directors are free to suggest inclusion of any matter for the consideration of the Board. Detailed agenda notes and supporting documents of the meeting containing relevant information are circulated to the Directors well in advance, enabling them to effectively discharge their duties and responsibilities.

All recommendations of the Committees placed before the Board during the year under review were unanimously considered and approved by the Board.

v. **Information available to the Board**

In advance of each meeting, the Board is presented with relevant information on various matters including working of the Company, especially those that require deliberation at the highest level. Detailed presentations are given to the Board covering Finance, Sales, 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 /Committee Meetings are circulated to the Directors/Committee Members well in advance and confirmed by the Directors/Committee Members.

Disclosure of relationships between Directors Inter-se

None of the Directors are related to each other except Mr. Ashok Gupta, Executive Chairman and Mr. Neetesh Gupta, Non-Executive Director of the Company, wherein, Mr. Neetesh Gupta is the son of Mr. Ashok Gupta.

vi. **Matrix setting out Skills/ Expertise/ Competence of the Board of Directors**

The Company believes that the overall effectiveness of the Board plays a vital role in driving organisational performance. Accordingly, it is essential that the Board, as a collective body, reflects a balanced combination of skills, experience, and diverse perspectives aligned with the Company's needs.

Given the nature and scale of the Company's operations, the Board members are expected to possess one or more of the following skills, expertise, or competencies:

- **Industry knowledge and sector experience:** Knowledge and experience of the industry in which company is working; provide strategic guidance to the management in fast changing environment.
- **Leadership skills:** Experience in leading an organisation at the highest executive level.
- **Stakeholder Relationship:** Ability to effectively manage and nurture relationships with a wide range of stakeholders including shareholders.
- **Corporate Governance:** Protection of stakeholders' interest, observing best governance practices, commitment to the highest standards of compliance, corporate ethics and values.
- **Sustainability and ESG:** Familiarity with environmental, social, and governance (ESG) considerations and sustainable business practices.
- **Finance, Accounts and Risk Management Expertise:** Ability to understand financial statements reporting standards and risk management, with the ability to support and guide the Company's financial strategies and controls.

The Board in consultation with the HR & Nomination and Remuneration Committee reviews its composition, skills and diversity from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Skills/ Expertise/ Competence of Directors:

Sr. No.	Name of Director	Skills/ Expertise/ Competence
1.	Mr. Ashok Gupta	Industry and Sector Experience; Global Economics and Business; Strategic Leadership and Management skills; Corporate Governance; Technical planning and foreign alliances; Capital Market; Sustainability and ESG; Board Cohesion; Stakeholder Relationship; Finance, Accounts and Risk Management
2.	Mr. Neetesh Gupta	Industry and Sector Experience; Global Economics and Business; Strategic Leadership and Management skills; Corporate Governance; Board Cohesion; Stakeholder Relationship; Sustainability and ESG and Finance and Risk Management
3.	Mr. Gauri Shankar	Industry and Sector Experience; Corporate Governance; Sustainability and ESG; Financial knowledge; Banking; Capital Market; Board Cohesion; Finance, Accounts and Risk Management
4.	Mr. Rakesh Kumar Srivastava	Industry and Sector Experience; Corporate Governance; Capital Market; Board Cohesion; Stakeholder Relationship; Financial Expertise; Sustainability and ESG; Securities Laws; and Regulatory reforms
5.	Ms. Ritu Goyal	Industry and Sector Experience; Corporate Governance; Financial Expertise; Legal; Securities Laws; Board Cohesion; and Stakeholder Relationship
6.	Mr. Vishal Rajpal	Industry and Sector Experience; Corporate Governance; Sustainability and ESG; Financial knowledge; Banking; Capital Market; Board Cohesion; Finance, Accounts and Risk Management

vii. Confirmation regarding Independent Directors

Based on the declarations received from the Independent Directors of the Company, the Board hereby certify that all the Independent Directors appointed by the Company fulfil the conditions specified under the Act and SEBI Listing Regulations and are independent of the management.

During the financial year, no Independent Director resigned before the expiry of his/her tenure. However, Mr. Naresh Kumar Jain ceased to be an Independent Director of the Company upon completion of two consecutive terms of five years each with effect from the close of business hours on October 27, 2025.

Further, Mr. Vishal Rajpal has been appointed as an Independent Director of the Company for a term of three years with effect from October 28, 2025, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

Separate meeting of Independent Directors

Pursuant to the provisions of "Code of Independent Directors" specified under Schedule IV of the Act and Regulation 25 of SEBI Listing Regulations, Independent Directors are required to meet at least once in a year, without the presence of Non Independent Directors and members of the management, to deal with the matters listed out in Regulation 25(4) of SEBI Listing Regulations.

During the year, one separate meeting of Independent Directors was held on February 13, 2026. All the Independent Directors were present in the said meeting.

viii. Directors' selection, appointment and tenure

The appointment and re-appointment of Directors is based on the recommendations of the Nomination and Remuneration Committee and is subject to the approval of the Board and the shareholders, wherever required, in accordance with the provisions of the Act, SEBI Listing Regulations and the Articles of Association of the Company.

In accordance with the provisions of the Act and the Articles of Association of the Company, all Directors, other than the Independent Directors, are liable to retire by rotation at every Annual General Meeting **("AGM")**. Such Directors, being eligible, offer themselves for re-appointment.

The Executive Director on the Board has been appointed in accordance with the provisions of the Act and the SEBI Listing Regulations and holds office in accordance with the terms and conditions of his respective appointment.

The appointment, re-appointment, tenure and evaluation of Independent Directors are governed by the provisions of the Act, the SEBI Listing Regulations and the policy adopted by the Board, which is aligned with the statutory requirements relating to independence, qualifications and tenure.

Director's Induction

The Company has a structured induction and familiarisation programme for all newly appointed Directors. Upon joining the Board, each Director is provided with an overview of the Company's business, operations, organisational structure, governance framework, industry landscape, regulatory environment, strategic priorities and key policies. The induction programme also familiarises Directors with the Company's history, culture, significant milestones, risk management framework and their roles, rights and responsibilities as members of the Board and its Committees.

ix. Web link where details of familiarisation programmes imparted to Independent Directors is disclosed

The details of Familiarisation Programmes imparted by the Company to its Independent Directors are given on the website of the Company under the web link *https://www.optiemus.com/policies/Familiarisation_Programmes_for_Independent_Directors.pdf*.

3. BOARD COMMITTEES

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are required to be performed by the members of the Board, as a part of good corporate governance practice. The Board supervises the execution of its responsibilities by the Committee and is responsible for their action. During the financial year, all recommendations made by the Committees were accepted by the Board. The minutes of the meetings of all Board's Committees are placed before the Board for its noting.

As on March 31, 2026, the Board has 7 (Seven) Board Level Committees.

Audit Committee

- **Mr. Gauri Shankar**
  Chairman (Independent, Non-Executive)
- **Mr. Rakesh Kumar Srivastava**
  Member (Independent, Non-Executive)
- **Ms. Ritu Goyal**
  Member (Independent, Non-Executive)
- **Mr. Vishal Rajpal**
  Member (Independent, Non-Executive)

Corporate Social Responsibility Committee

- **Mr. Vishal Rajpal**
  Chairman (Independent, Non-Executive)
- **Mr. Rakesh Kumar Srivastava**
  Member (Independent, Non-Executive)
- **Mr. Neetesh Gupta**
  Member (Non-Independent, Non-Executive)

Risk Management Committee

- **Mr. Ashok Gupta**
  Chairman (Non-Independent, Executive)
- **Mr. Neetesh Gupta**
  Member (Non-Independent, Non-Executive)
- **Mr. Gauri Shankar**
  Member (Independent, Non-Executive)
- **Mr. Vishal Rajpal**
  Member (Independent, Non-Executive)
- **Mr. Parveen Sharma**
  Chief Risk Officer (Chief Financial Officer)

Preferential Allotment Committee

- **Mr. Ashok Gupta,**
  Chairman (Non-Independent, Executive)
- **Mr. Neetesh Gupta,**
  Member (Non-Independent, Non-Executive)
- **Mr. Parveen Sharma,**
  Chief Risk Officer (Chief Financial Officer)

Stakeholders Relationship Committee

- **Ms. Ritu Goyal**
  Chairperson (Independent, Non-Executive)
- **Mr. Ashok Gupta**
  Member (Non-Independent, Executive)
- **Mr. Neetesh Gupta**
  Member (Non-Independent, Non-Executive)

Nomination and Remuneration Committee

- **Ms. Ritu Goyal**
  Chairperson (Independent, Non-Executive)
- **Mr. Gauri Shankar**
  Member (Independent, Non-Executive)
- **Mr. Vishal Rajpal**
  Member (Independent, Non-Executive)

Operations & Administration Committee

- **Mr. Ashok Gupta**
  Chairman (Non-Independent, Executive)
- **Mr. Neetesh Gupta**
  Member (Non-Independent, Non-Executive)
- **Mr. Parveen Sharma**
  Member (Chief Financial Officer)

The Board is responsible for the constitution of its Committees and for determining their composition, terms of reference and scope of responsibilities in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws. The Board also reviews the composition of the Committees from time to time to ensure their continued effectiveness and compliance with statutory requirements.

The Chairman of the Board, in consultation with the respective Committee Chairpersons and the Company Secretary, determines the frequency and scheduling of Committee meetings, having regard to the business requirements of the Company and the statutory and regulatory framework. The recommendations of the Committees are placed before the Board for its consideration and approval, wherever required. The quorum for the Committee meetings is in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and the respective Committee charters.

i. Audit Committee

The Audit Committee of the Company has been constituted as per the requirements of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations.

A. Brief description of terms of reference

The terms of the reference of Audit Committee include *inter alia* the following:

1. to oversight the Company's financial reporting process and the disclosures of its financial information to ensure that financial statements are correct, sufficient and credible;
2. to recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. to approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. to review, with the management, the annual financial statements & auditors report thereon 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 (c) of sub-section 3 of Section 134 of Act;
    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) modified opinion(s) in the draft audit report;
5. to review with the management, the quarterly/annual financial statements and auditor's report thereon before submission to the board for approval;
6. to review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. to review and monitor the auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;

10. valuation of undertakings or assets of the Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. to review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. to review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. to discuss with internal auditors of any significant findings and follow up there on;
15. to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. to discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the Vigil (Whistle Blower) Mechanism;
19. to approve appointment of Chief Financial Officer (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;
20. to carry out any other function as is mentioned in the terms of reference of the Audit Committee;
21. to review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
22. to consider and comment on rationale, cost-benefits and impacts of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders;
23. to review other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Listing Regulations and the Act, from time to time;
24. The Audit Committee shall mandatorily review the following information:
    a. management discussion and analysis of financial condition and results of operations;
    b. management letters / letters of internal control weaknesses issued by the statutory auditors;
    c. internal audit reports relating to internal control weaknesses;
    d. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
    e. statement of deviations:
        i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
        ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B. Composition, Meetings & Attendance of the Committee

The composition of the Audit Committee is given under **Point No. 3** above.

During the year, the Audit Committee met 5 (Five) times. The details of attendance of the members are given below:

Sr. No.	Name of the Members	Category	Meeting Date				
			14-May-25	26-May-25	14-Aug-25	14-Nov-25	13-Feb-26
1.	Mr. Gauri Shankar	Chairman (Independent & Non-Executive Director)	✓	✓	✓	✓	✓
2.	Mr. Naresh Kumar Jain*	Member (Independent & Non-Executive Director)	✓	✓	✓	NA	NA
3.	Mr. Rakesh Kumar Srivastava	Member (Independent & Non-Executive Director)	✓	✓	✓	✓	✓
4.	Ms. Ritu Goyal#	Member (Independent & Non-Executive Director)	NA	NA	NA	-	✓
5.	Mr. Vishal Rajpal#	Member (Independent & Non-Executive Director)	NA	NA	NA	✓	✓

**Ceased to be Member of the Committee w.e.f. closure of business hours on October 27, 2025.*

#Appointed as Member of the Committee w.e.f. October 28, 2025.

All the members of the Audit Committee are financially literate and possess sound knowledge of accounts, finance and audit matters. The Chief Financial Officer, Internal Auditors and Statutory Auditors of the Company also attended the Meetings of the Audit Committee. Mr. Vikas Chandra, Company Secretary of the Company, acts as Secretary of the Committee.

Chairman of the Audit Committee attended the last AGM held on September 30, 2025 to answer the shareholders' queries.

Internal Auditors

The Company has appointed the Internal Auditors to review the internal controls system of the Company and to report thereon. The reports of the Internal Auditors are reviewed by the Audit Committee every quarter. 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. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company has been constituted as per the requirements of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations.

A. Brief description of terms of reference:

The terms of the reference of Nomination and Remuneration Committee include *inter alia* the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management;
8. Administer the implementation and award of stock options under the stock option plans of the Company;
9. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the Company's Articles of Association, or directive of the Board; and
10. The Committee shall carry out such other functions as may be required by any law for the time being in force.

The Nomination and Remuneration Policy is available on website of the Company under the web link *https://www.optiemus.com/policies/Nomination_And_Remuneration_Policy.pdf* and extract of the same is also annexed to the Directors' Report.

B. Composition, Meetings and Attendance of the Committee

The composition of the Nomination and Remuneration Committee is given under **Point No. 3** above.

During the year, the Nomination and Remuneration Committee met 2 (Two) times. The details of attendance of the members are given below:

Sr. No.	Name of the Members	Category	Meeting Date	
			26-May-25	28-Aug-25
1.	Ms. Ritu Goyal	Chairperson (Independent & Non-Executive Director)	✓	✓
2.	Mr. Gauri Shankar	Member (Independent & Non-Executive Director)	✓	✓
3.	Mr. Naresh Kumar Jain*	Member (Independent & Non-Executive Director)	✓	✓
4.	Mr. Vishal Rajpal#	Member (Independent & Non-Executive Director)	NA	NA

**Ceased to be Member of the Committee w.e.f. closure of business hours on October 27, 2025.*

#Appointed as Member of the Committee w.e.f. October 28, 2025.

Mr. Vikas Chandra, Company Secretary of the Company, acts as Secretary of the Committee. In addition to the above, the Committee meetings were also attended by other Executive(s) of the Company as and when required.

C. Performance evaluation criteria for Independent Directors

Performance Evaluation of Independent Directors for the financial year 2025-26 was carried out in a manner as specified in Nomination and Remuneration Policy of the Company and applicable provisions of the Act and SEBI Listing Regulations.

The performance evaluation of the Independent Directors was carried out by the entire Board of Directors (excluding the director being evaluated). A brief description of the evaluation process is provided in the Directors' Report forming part of this Annual Report.

iii. Stakeholders Relationship Committee

A. Brief description of terms of reference

The terms of the reference of Stakeholders Relationship Committee include *inter alia* the following:

1. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. The Committee shall carry out such other functions as may be required by any law for the time being in force.
6. Any other power, duty or responsibility as may be delegated by the Board from time to time.

B. Composition, Meetings and Attendance of the Committee

The Stakeholders Relationship Committee of the Company has been constituted as per the requirements of Section 178 of the Act and Regulation 20 of SEBI Listing Regulations. The composition of the Stakeholders Relationship Committee is given under **Point No. 3** above.

During the year, the Stakeholders Relationship Committee met 19 (Nineteen) times. The details of attendance of the members are given below:

Sr. No.	Name of the Members	Category	Date of Meetings																		
			04-Apr-25	27-Jun-25	21-July-25	08-Aug-25	27-Aug-25	10-Sep-25	24-Sep-25	13-Oct-25	31-Oct-25	06-Nov-25	20-Nov-25	28-Nov-25	12-Dec-25	03-Jan-26	24-Jan-26	12-Feb-26	14-Feb-26	03-Mar-26	18-Mar-26
1.	Ms. Ritu Goyal	Chairperson (Independent & Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
2.	Mr. Ashok Gupta	Member (Non Independent & Executive Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3.	Mr. Neetesh Gupta	Member (Non Independent & Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	-	-	✓	-	✓	✓

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

C. Compliance Officer

Mr. Vikas Chandra, Company Secretary, has been designated as Compliance Officer of the Company. The Compliance Officer can be contacted at info@optiemus.com or cs.vikas@optiemus.com.

D. Detail of shareholders' complaints

Number of shareholders' complaints received and resolved during the year ended March 31, 2026 are as follows:

No. of Shareholders Complaints pending as on April 1, 2025	No. of Shareholders Complaints received during the Financial Year	No. of Shareholders Complaints disposed during the Financial Year	No. Shareholders Complaints not solved to the satisfaction of shareholder	No. of Shareholders Complaints Pending as on March 31, 2026
Nil	4	4	Nil	Nil

iv. RISK MANGEMENT COMMITTEE

The Risk Management Committee of the Company is constituted as per the requirements of Regulation 21 of SEBI Listing Regulations.

A. Brief description of terms of reference:

The terms of the reference of Risk Management Committee include *inter alia* the following:

1. To formulate a detailed risk management policy;
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
7. To monitor and review risk management plan;
8. To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;
9. The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
10. The Committee shall carry out such other functions as may be required by any law for the time being in force; and
11. Any other power, duty or responsibility as may be delegated by the Board from time to time.

B. Composition, Meetings & Attendance of the Committee

The composition of the Risk Management Committee is given under **Point No. 3** above.

During the year, the Risk Management Committee met 3 (Three) times. The details of attendance of the members are given below:

Sr. No.	Name of the Members	Category	Meeting Date		
			26-May-25	14-Nov-25	13-Feb-26
1.	Mr. Ashok Gupta	Chairman (Non Independent & Executive Director)	✓	✓	✓
2.	Mr. Neetesh Gupta	Member (Non Independent & Non-Executive Director)	✓	✓	-
3.	Mr. Gauri Shankar	Member (Independent & Non-Executive Director)	✓	✓	✓
4.	Mr. Vishal Rajpal*	Member (Independent & Non-Executive Director)	NA	NA	✓

**Appointed as a member of the Committee by the Board of Directors at its meeting held on November 14, 2025, subsequent to the meeting of Risk Management Committee.*

During the Financial Year, Mr. Parveen Sharma, Chief Financial Officer of the Company, has been appointed as Chief Risk Officer of Risk Management Committee of the Company w.e.f. November 14, 2025. He also attended the meetings of the Risk Management Committee.

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

v. SENIOR MANAGEMENT

In terms of Regulation 16(1)(d) of SEBI Listing Regulations, particulars of Senior Management including changes therein during the Financial Year 2025–26 are given below:

Sr. No.	Name	Designation	Changes, if any
1.	Mr. Parveen Sharma	Chief Financial Officer	-
2.	Mr. Sanjay Mirakhur	Associate Vice President-Sales	Retired w.e.f. closure of business hours on December 31, 2025
3.	Mr. Anoop Jain	Head-Admin	-
4.	Mr. Vrajesh Shelat*	President-New Projects	-
5.	Mr. Vikas Chandra	Company Secretary & Compliance Officer	-
6.	Mr. Kush Srivastava	Legal Head	Promoted and appointed w.e.f. August 28, 2025
7.	Mr. Rajesh Kumar Rana	Taxation Head	Promoted and appointed w.e.f. August 28, 2025

**Resigned w.e.f. closure of working hours on 31st July, 2026.*

4. REMUNERATION OF DIRECTORS

i. All pecuniary relationship or transactions with Non-Executive Directors

During the financial year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors, other than the payment of sitting fees to the Non-Executive Independent Directors for attending the meetings of the Board and its Committees. Further, no commission was paid to any Non-Executive Director of the Company.

ii. Criteria of making payments to Non-Executive Directors

The Non-Executive Independent Directors are paid only sitting fees for attending the meetings of the Board and its Committees in accordance with the provisions of the Act and the Articles of Association of the Company. The Nomination and Remuneration Policy of the Company, which, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is available on the website of the Company at: *https://www.optiemus.com/policies/Nomination_And_Remuneration_Policy.pdf.*

iii. Disclosure with respect to remuneration of Directors

a) The Company has a credible and transparent policy for determining the remuneration of Directors.

The details of remuneration paid to Executive and Non-Executive Directors and their shareholding in the Company for the year ended March 31, 2026 are given below:

(Amount in ₹ Lakhs)

Name of the Director	Mr. Ashok Gupta	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Naresh Kumar Jain*	Mr. Rakesh Kumar Srivastava	Ms. Ritu Goyal	Mr. Vishal Rajpal#
Designation	**Executive Chairman (Whole-time Director)**	**Non-Executive Director**	**Independent Director**	**Independent Director**	**Independent Director**	**Independent Director**	**Independent Director**
Salary	90.00	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-
Perquisites	-	-	-	-	-	-	-
Commission	-	-	-	-	-	-	-
Performance Linked Incentive (PLI)	-	-	-	-	-	-	-
Pension	-	-	-	-	-	-	-
Sitting Fees	-	-	5.50	3.50	5.10	4.90	1.90
Total	**90.00**	**-**	**5.50**	**3.50**	**5.10**	**4.90**	**1.90**
Shareholding & percentage to total paid up shares	57,54,894 (6.49%)	52,14,607 (5.88%)	Nil	Nil	Nil	Nil	Nil

**Mr. Naresh Kumar Jain ceased to be an Independent Director of the Company w.e.f. closure of business hours of October 27, 2025.*

#Mr. Vishal Rajpal has been appointed as an Independent Director of the Company w.e.f. October 28, 2025.

***Note:** None of the Directors holds Convertible Warrants of the Company issued on preferential basis.*

b) Service contracts, notice period, severance fees

The appointment of the Executive Directors is governed by resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate service contract is not entered into by the Company with Executive Director. Letters of appointment are issued by the Company to the Non-Executive Directors including Independent Directors detailing their roles, duties, responsibilities etc.

With respect to the notice period and payment of severance fee, the service rules of the Company read with the statutory provisions apply.

c) Stock option details

During the year, no stock option was granted to any Director of the Company.

5. GENERAL BODY MEETINGS

A. Annual General Meetings

Details of last three Annual General Meetings **("AGM")** and the summary of special resolutions passed therein are given below:

Financial Year	AGM	Day, Date & Time	*Venue/ Mode	Special Resolutions passed
2024–25	32nd AGM	Tuesday, September 30, 2025 at 03:00 P.M.		1. Re-appointment of Mr. Ashok Gupta (DIN: 00277434), as a Whole-time Director, designated as an Executive Chairman; 2. Re-appointment of Ms. Ritu Goyal (DIN: 05180676) as an Independent Director of the Company for a second term of five consecutive years; 3. Appointment of Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company for a term of three consecutive years; 4. Approval of modification in the deployment of funds amounting to ₹ 29,636.81 Lakhs, raised through preferential issue of equity shares and fully convertible warrants of the Company, for the objects as stated in the notice of Extra-Ordinary General Meeting dated December 12, 2024, read with the corrigendum dated December 26, 2024.
2023–24	31st AGM	Monday, September 30, 2024 at 11:00 A.M.		None
2022–23	30th AGM	Friday, September 22, 2023 at 11:00 A.M.		None

Video Conferencing / Other Audio Visual Means

**The Company's Registered Office situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024 was deemed as venue of the Annual General Meeting.*

B. Extra-Ordinary General Meetings

No Extra-Ordinary General Meeting of the Members was held during the financial year 2025–26.

C. Details of Special Resolution passed through Postal Ballot during last year, details of e-voting pattern and procedure thereof and person who conducted Postal Ballot exercise

During the Financial Year 2025–26, the Company sought the approval of the shareholders by way of a postal ballot, through a notice dated November 14, 2025, for alteration of the Object Clause of the Memorandum of Association of the Company by way of a Special Resolution.

Procedure for Postal Ballot

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and circulars issued by the Ministry of Corporate Affairs **("MCA")**, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The shareholders were requested to provide their assent or dissent through remote e-voting only. The Company availed services of Central Depository Services (India) Limited for the purpose of providing remote e-voting facility.

Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), was appointed as Scrutinizer for conducting postal ballot through remote e-voting process in fair and transparent manner.

The Postal Ballot Notice dated November 14, 2025 was sent to the shareholders in electronic form to those Members whose e-mail addresses were registered with the Company or National Securities Depositories Limited **("NSDL")** / Central Depository Services (India) Limited **("CDSL")**, collectively **("Depositories")** /Registrar and Transfer Agent **("RTA")**. For shareholders whose e-mail addresses were not registered, the Company also published a notice in the newspaper declaring the details of completion of dispatch through electronic mode thereby giving an opportunity to those shareholders who have not registered their e-mail addresses for registering the same in order to obtain the electronic copy of the Notice.

The Company fixed a cut-off date to reckon paid-up value of equity shares registered in the name of shareholders for the purpose of voting. Further, shareholders were advised to cast their votes through remote e-voting only during the voting period fixed for this purpose.

The remote e-voting period commenced on Wednesday, November 19, 2025 at 9.00 A.M. (IST) and ended on Thursday, December 18, 2025 at 5.00 P.M. (IST).

The result of the postal ballot through e-voting on aforesaid resolution are as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Total No. of Votes Cast	Votes in favor of the resolution		Votes against the resolution	
			Nos.	Nos.	%	Nos.	%
1.	Alteration in object clause of Memorandum of Association of the Company	Special Resolution	6,83,60,533	6,83,60,147	99.9994	386	0.0006

The Resolution mentioned in the Notice as per the details given above stand passed under remote e-voting with the requisite majority.

The report on the result of the postal ballot through remote e-voting for approving aforementioned resolution was provided by the Scrutinizer on Monday, December 22, 2025.

The results were declared by the Chairman on December 22, 2025 and placed on the website of the Company at www.optiemus.com and were also intimated to the Stock Exchanges, where the shares of the Company are listed and Central Depository Services (India) Limited. The resolution was deemed to have been passed on the last date of remote e-voting i.e. Thursday, December 18, 2025.

D. Detail of Special Resolution proposed to be conducted through Postal Ballot and procedure for Postal Ballot

Currently, there is no proposal to pass any special resolution through Postal Ballot. Special Resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

The prescribed procedure for postal ballot as per the provisions contained in this behalf in the Act read with rules made thereunder and SEBI Listing Regulations as amended from time to time shall be complied with, whenever necessary.

6. MEANS OF COMMUNICATION

The Company is committed to maintain high standards of transparency and timely dissemination of material information to its shareholders, investors, analysts and other stakeholders through various communication channels in compliance with the applicable statutory and regulatory requirements. Detail of means of communication are given below:

Means	Details
Quarterly Results	The Company publishes extracts of the un-audited standalone and consolidated Financial Results on a quarterly basis. In respect of fourth quarter, the Company publishes the audited standalone & consolidated financial results for the whole financial year, as per the format prescribed under SEBI Listing Regulations.
Newspaper wherein results normally published	The extract of quarterly, half-yearly, annual Financial Results of the Company are published in the prominent daily newspapers i.e. Financial Express (All Editions) in English and Jansatta (Delhi NCR Edition) in Hindi.
Website, where displayed	The financial results are displayed on the Company's website at *https://www.optiemus.com/quarterlyresult.html*. Simultaneously, financial results of the Company are also available at the websites of Stock Exchanges viz. BSE Limited **("BSE")** and the National Stock Exchange of India Limited **("NSE")** at www.bseindia.com and www.nseindia.com, respectively. Further, pursuant to Regulation 46 of SEBI Listing Regulations, the Company's website provides comprehensive information on the Company's business, Board structure, Committees of the Board, Press Release, quarterly, half-yearly and annual financial results, shareholding pattern, key policies, annual report, contact details of the Company's official responsible for assisting investors and handling investor grievances, presentations made to the institutional investors and other general information about the Company. An exclusive section on 'Investor Relations' serves to inform and serve Shareholders, enabling them to access information at their convenience.
Official news release	Press releases containing material developments, business updates and information required to be disclosed under the Company's policy for determination of materiality of events or information, are disseminated through the Stock Exchanges as well as displayed on the Company's website.
Presentations made to Institutional Investors or to the analysts	Presentations made to Institutional Investors / Analysts are filed with the Stock Exchanges i.e. BSE and NSE and also uploaded on the Company's website.
Other Information	The Company promptly disseminates all material information and disclosures to the Stock Exchanges in accordance with the SEBI Listing Regulations. Such disclosures are simultaneously made available on the Company's website to ensure timely dissemination of information to all stakeholders.

7. GENERAL SHAREHOLDER INFORMATION

(i) 33rd Annual General Meeting

Day	Date	Time	Venue/Mode
Monday	September 28, 2026	11:30 A.M.	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM) The Company's Registered Office situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024 will be deemed as venue of the Annual General Meeting.

(ii) Financial Year: April 01, 2026 to March 31, 2027

Tentative Calendar for adoption of Financial Results (Audited/Un-audited) during the Financial Year 2026-27 (subject to change):

For the quarter ending June 30, 2026	Upto August 14, 2026
For the quarter & half year ending September 30, 2026	Upto November 14, 2026
For the quarter ending December 31, 2026	Upto February 14, 2027
For the quarter & year ending March 31, 2027	Upto May 30, 2027

(iii) Book Closure Date

Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).

(iv) Dividend Payment Date

No dividend is proposed by the Board of Directors for the financial year 2025-26.

(v) Listing on Stock Exchanges

The Equity Shares of the Company are listed with the following Stock Exchanges:

Name and Address of Stock Exchange	Contact details	Scrip Code/Symbol
BSE Limited (BSE) **Address:** Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Website: www.bseindia.com	530135
National Stock Exchange of India Ltd. (NSE) **Address:** Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai -400051	Website: www.nseindia.com	OPTIEMUS

The Company has duly paid the annual listing fees to both the above-mentioned Stock Exchanges, as applicable, within the stipulated timelines.

(vi) In case the securities are suspended from trading, the directors report shall explain the reason thereof

There was no instance of suspension of trading in the Company's shares during the Financial Year 2025-26.

(vii) Registrar and Share Transfer Agent ("RTA")

M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062, Ph. No. 011-29961281/83, Website: https://beetal.in, Email: beetal@beetalfinancial.com.

(viii) Share Transfer System

As per Regulation 40 of the SEBI Listing Regulations, as amended, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository, and transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert of their holdings into dematerialized form. Members can contact the RTA at beetal@beetalfinancial.com for assistance in this regard.

Attention of Members is also drawn to the SEBI circular dated January 25, 2022, mandating all listed entities to issue securities in dematerialized form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transposition and transmission. Accordingly, Members are requested to submit duly filled prescribed Forms, as applicable, for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA.

SEBI vide its Circular No.: HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, effective from April 2, 2026, has dispensed with the requirement of issuance of a Letter of Confirmation by the Company / RTA while processing service requests. Accordingly, securities shall be credited directly to the Member's demat account upon submission of valid demat account details along with the latest and valid Client Master List, not older than two months, duly attested by their DPs along with the applicable service request forms, wherever required.

Further, pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the capital held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited, and the capital held in physical form, with the total issued, paid-up and listed capital of the Company. The said report is also submitted by the Company to Stock Exchanges on quarterly basis.

Special Window for Transfer and Dematerialisation of Physical Shares

SEBI, vide its Circular No.: SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, provided a one-time special window from July 7, 2025 to January 6, 2026 for re-lodgement of transfer deeds that were lodged prior to April 1, 2019 but were rejected, returned or remained unattended due to deficiencies in the documents. Members who were eligible under the said circular were advised to avail the facility within the stipulated timeline. The said special window was expired on January 6, 2026.

Subsequently, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, introduced another special window for transfer and dematerialisation of physical securities to facilitate investors in obtaining rightful access to securities purchased by them prior to April 1, 2019. The said special window is available for a period of one year from February 5, 2026 to February 4, 2027 and also covers transfer requests that were earlier rejected, returned or not attended due to deficiencies in documents, process or otherwise. Shareholders may note that in accordance with the applicable SEBI requirements, securities transferred under the special window shall be mandatorily credited in demat mode and shall be under lock-in for a period of one year from the date of transfer. Such securities shall not be transferred / lien-marked/pledged during the said lock-in period. The Company has communicated the opening of this special window through newspaper advertisements which are available on Company's website at *https://www.optiemus.com/pressadvertisement.html*.

(ix) **Distribution of Shareholding as on March 31, 2026:**

Shareholding of nominal value of ₹ 10/- each	Shareholders		Shares		
₹	Number	% to Total	Number	Amount in ₹	% to Total
Upto 5000	31,770	87.35	28,20,986	2,82,09,860	3.18
5001 – 10000	1,903	5.23	14,95,338	1,49,53,380	1.69
10001 – 20000	1,410	3.88	20,59,671	2,05,96,710	2.32
20001 – 30000	462	1.27	11,68,732	1,16,87,320	1.32
30001 – 40000	194	0.53	6,85,728	68,57,280	0.77
40001 – 50000	155	0.43	7,12,053	71,20,530	0.80
50001 – 100000	248	0.68	18,20,937	1,82,09,370	2.05
100001 & above	231	0.63	7,79,25,338	77,92,53,380	87.87
Total	**36,373**	**100.00**	**8,86,88,783**	**88,68,87,830**	**100.00**

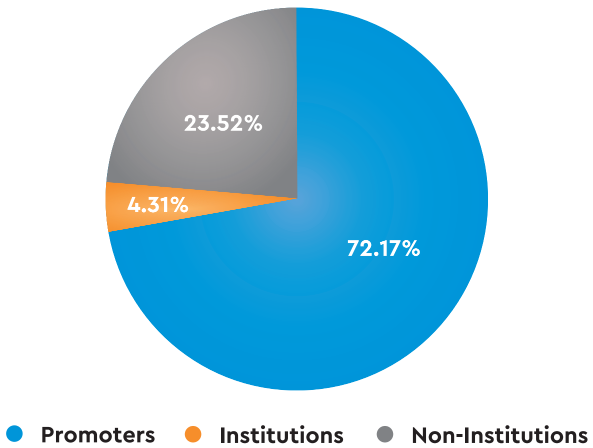
(x) **Shareholding Pattern as on March 31, 2026**

Category	Number of Shares Held	Percentage of Shareholding (%)
Promoters	6,40,07,167	72.17
Institutions		
Foreign Portfolio Investors, Mutual Funds, Alternate Investment Funds	38,25,382	4.31
Non-Institutions		
Individuals	1,43,66,025	16.20
NRI	7,24,226	0.82
Body Corporate	46,88,622	5.29
Others*	10,77,361	1.21
Total	**8,86,88,783**	**100.00**

**Includes HUF and Unclaimed shares transferred to Suspense Escrow Demat Account of the Company.*

Details of Ownership Pattern and Distribution of shareholding given above are based on the Shareholding Pattern filed with the Stock Exchanges as at March 31, 2026, wherein the Shareholding is consolidated on the basis of PAN.

Shareholding Pattern as on March 31, 2026 depicted by way of pie chart as follows:



(xi) Dematerialization of Shares and Liquidity

As on March 31, 2026, 99.18% of the Equity Shares of the Company are in dematerialized form. The Company's shares are compulsorily traded in dematerialized form. The Equity Shares of the Company are actively traded on BSE and NSE. The ISIN (International Securities Identification Number) of the Company's Equity Shares with National Securities Depository Limited **("NSDL")** and Central Depository Services (India) Limited **("CDSL")** is INE350C01017. The Company's shares are liquid and actively traded on the NSE and BSE.

The details of number of equity shares held in demat mode and physical form are given below.

Particulars	As on March 31, 2026		As on March 31, 2025	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Demat Mode	**8,79,64,335**	**99.18**	**8,64,57,543**	**99.09**
NSDL	3,49,00,717	39.35	7,24,50,885	83.04
CDSL	5,30,63,618	59.83	1,40,06,658	16.05
Physical Form	**7,24,448**	**0.82**	**7,95,448**	**0.91**
Total	**8,86,88,783**	**100.00**	**8,72,52,991**	**100.00**

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

During the financial year 2024-25, the Company allotted 30,12,800 Fully Convertible Warrants on a preferential basis to the persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter' categories. Out of these, 14,35,792 Warrants were converted into an equivalent number of Equity Shares during the financial year. The remaining 15,77,008 Warrants were outstanding as at March 31, 2026.

After the closure of financial year 2025-26, 14,77,667 Warrants were converted into an equivalent number of Equity Shares. The balance 99,341 Warrants remaining unconverted as on August 7, 2026 have lapsed due to non-conversion within the stipulated period of 18 months.

As at March 31, 2026, the Paid-up Equity Share Capital of the Company was ₹ 88,68,87,830 comprising 8,86,88,783 equity shares of ₹ 10/- each. Subsequent to conversion of the aforesaid 14,77,667 Warrants, the Paid-up Equity Share Capital of the Company increased to ₹ 90,16,64,500/- comprising 9,01,66,450 equity shares of ₹ 10/- each.

No Global Depository Receipts/American Depository Receipts/any convertible instruments have been issued by the Company during the financial year 2025-26.

(xiii) Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and, accordingly the disclosure relating to commodity price risk, as applicable under the SEBI Listing Regulations and the applicable SEBI Master Circular is not applicable to the Company.

Further, during the year, there was no foreign exchange exposure on a standalone basis. On a consolidated basis, the Company is exposed to foreign exchange risk, which is mitigated, wherever applicable, by passing on the impact of foreign exchange fluctuations to suppliers based on mutual understanding.

(xiv) Plant Locations

Not Applicable

(xv) Address for Correspondence

Address for correspondence with Company	Address for correspondence with Registrar & Share Transfer Agent
Mr. Vikas Chandra **Company Secretary & Compliance Officer** Optiemus Infracom Limited A-7, Sector-65, Noida, U.P.- 201301	**Beetal Financial and Computer Services Private Limited** Beetal House, 3rd Floor, 99, Madangir, New Delhi -110062
Ph. No: +91 9217341687	Ph. No: 011–29961281/83
e-mail: info@optiemus.com	e-mail: beetal@beetalfinancial.com
Website: www.optiemus.com	Website: https://beetal.in

(xvi) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listing entity involving mobilization of funds, whether in India or Abroad

During the financial year ended March 31, 2026, no new credit rating was obtained by the Company and no revision was made to the credit ratings assigned by ICRA Limited. The relevant disclosure is provided in the Report of the Board of Directors of the Company and is also available on the Company's website at www.optiemus.com under the Investor Relations section.

8. OTHER DISCLOSURES

i. Related Party Transactions

During the financial year 2025–26, the Company has not entered into any material related party transactions that may have a potential conflict with the interests of the Company at large. The details of related party transactions, as required under Indian Accounting Standard (Ind AS) 24 – Related Party Disclosures, are disclosed in the notes to the financial statements forming part of this Annual Report.

All transactions entered with related parties during the Financial Year 2025–26 were on an arm's length basis and in the ordinary course of business. A statement on related party transactions is placed before the Audit Committee on a quarterly basis for its review. The Register of Contracts and Arrangements in which Directors are interested, required under Section 189 of the Act is maintained and particulars of transactions are entered in the said Register, as and when applicable.

The related party transactions requiring the approval of the Audit Committee and/or the Board of Directors are placed before the respective authority for approval in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. Interested Directors are abstained from participating in the discussion and voting on such matters.

During the financial year 2025–26, there were no material related party transactions or material modifications to related party transactions requiring approval of the shareholders under the applicable provisions of the Act and the SEBI Listing Regulations.

The Company's Policy on Materiality of Related Party Transaction and dealing with related party transactions is disclosed on Company's website under the web link *https://www.optiemus.com/policies/Policy_on%20Materiality_of_Related_Party_Transactions_and_Dealing_with_Related_Party_Transaction.pdf* .

ii. Details of Non-Compliance, penalties and strictures

There has been no instance of non-compliance by the Company and no penalty and/ or stricture has been imposed by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

iii. Vigil Mechanism/Whistle Blower Policy

As per Regulation 22 of SEBI Listing Regulations and the provisions of Section 177 of the Act read with rules made thereunder, the Board has approved a Vigil Mechanism / Whistle Blower Policy for its Directors and Employees to report the genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

The Vigil Mechanism/Whistle Blower Policy is disclosed on Company's website under the web link *https://www.optiemus.com/policies/Vigil_Mechanism_Whistle_Blower_Policy.pdf*.

During the year, no personnel of the Company have been denied access to the Chairman of the Audit Committee.

iv. Details of Compliance with Mandatory Requirements and Adoption of the Non-Mandatory Requirements

The Company has complied with all the mandatory requirements as stipulated in SEBI Listing Regulations.

Further, the Company has complied with and adopted the following non-mandatory/discretionary requirements as provided in Part E of Schedule II of the SEBI Listing Regulations:

a. Shareholder Rights: The quarterly extract of financial results of the Company are published in leading newspapers having worldwide circulation in India and are also posted on the Company's website *https://www.optiemus.com/quarterlyresult.html*. Also, financial results of the Company are available at www.bseindia.com & www.nseindia.com.

b. Reporting of Internal Auditors: The Internal Auditors report to the Chief Financial Officer and have direct access to the Audit Committee.

c. Modified opinion(s) in audit report: During the year, the Statutory Auditors expressed un-modified opinion on the Company's financial statements. The Company continues to adopt best practices to ensure the regime of financial statements with unmodified opinion.

v. Details of Material Subsidiaries

During the financial year 2025-26, there were following 3 (Three) material subsidiaries of the Company as per the criteria specified under Regulation 16(1)(c) of SEBI Listing Regulations:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Optiemus Electronics Limited **("OEL")**	January 29, 2016	New Delhi	M/s. SPS Associates, Chartered Accountants	*September 28, 2022
GDN Enterprises Private Limited **("GDN")**	October 12, 2010	New Delhi	M/s. Naveen Associates, Chartered Accountants	*September 27, 2022
Bharat Innovative Glass Technologies Private Limited **("Bigtech")**	October 04, 2023	New Delhi	M/s. Price Waterhouse & Co.	October 24, 2024

**Date of re-appointment.*

Further, in terms of Regulation 24 of the SEBI Listing Regulations, during the previous financial year, the Company had only two material subsidiaries viz. OEL and GDN. Therefore, the Company had appointed one of its Independent Directors on the Board of Directors of each of the said material subsidiaries, in compliance with the requirements of the said Regulation.

The policy for determining 'material subsidiaries' of the Company is available on the website of the Company under the web link *https://www.optiemus.com/policies/Policy_For_Determining_Material_Subsidiaries.pdf*.

vi. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During the financial year 2024-25, the Company has raised funds of ₹ 9,383.27 Lakhs through issue of 13,95,800 equity shares and ₹ 5,063.39 Lakhs (25% of the issue price) through issue of 30,12,800 fully convertible warrants at an issue price of ₹ 672.25/- (including premium of ₹ 662.25/-) per warrant, under preferential issue, in accordance with the applicable statutory provisions and regulatory guidelines and the necessary approvals.

Under the said issue, during the financial year 2024-25, the Company received 100% subscription money from the applicants of equity shares and 25% of the total subscription money from the applicants of warrant holders.

During the current financial year, the Company received 75% balance consideration i.e. ₹ 7,239.08 Lakhs from warrant holders for conversion of 14,35,792 Warrants, which have been converted into equivalent number of equity shares. The remaining 15,77,008 warrants were outstanding as at March 31, 2026.

The details of utilization of proceeds of preferential issue as on March 31, 2026 is as follows:

(Amount in ₹ Lakhs)

Sr. No.	Objects	Original Allocation	Modified Allocation	Funds Utilised till March 31, 2026
1.	To subscribe to the Equity Shares of Optiemus Electronics Limited, Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements	10,034.81	3,870.00	3,870.00
2.	To subscribe to the Equity Shares of GDN Enterprises Private Limited, Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements	7,602.13	5,186.44	5,186.40
3.	To subscribe to the Equity Shares of Optiemus Unmanned Systems Private Limited, Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements	2,736.76	800.00	240.00
4.	To subscribe to the Equity Shares of Bharat Innovative Glass Technologies Private Limited, as its proportionate contribution in Joint Venture cum Subsidiary Company i.e. 70% of its paid-up equity-share capital	10,034.81	5,800.70	5,800.72
5.	To meet working capital requirements of the Company	2,172.04	6,570.47	3,916.26
6.	For General Corporate Purposes	10,860.18	7,409.20	2672.35
	Total	**43,440.73**	**29,636.81**	**21685.74**

Note:

(a) In terms of BSE & NSE Notice dated December 13, 2022 the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances.

(b) The Modified Allocation was approved by the shareholders of the Company by way of a Special Resolution passed at the 32nd Annual General Meeting of the Company held on September 30, 2025.

Out of ₹ 29,636.81 Lakhs, ₹ 21,685.74 Lakhs have been received till March 31, 2026 and utilized by the Company for the purposes for which they were raised.

Pursuant to the provisions of Regulation 32 of the SEBI Listing Regulations, the necessary disclosures were submitted with the Stock Exchanges and is available on website of the Company at www.optiemus.com.

vii. Certificate from a Company Secretary in Practice

A certificate from Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072) proprietor of M/s S.K. Batra & Associates, Company Secretaries, pursuant to Schedule V of the SEBI Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as on March 31, 2026, is annexed to this Report as **'Annexure-A'.**

viii. Details where the Board had not accepted any recommendation of any committee of the board which is mandatorily required along with reasons thereof

The Board accepted all the recommendations of its Committees, whenever made, during the financial year.

ix. Detail of fees paid to Statutory Auditors

M/s. Mukesh Raj & Co., Chartered Accountants (Firm Registration No.: 016693N) has been appointed as the Statutory Auditors of the Company, its two Subsidiaries viz. Optiemus Unmanned Systems Private Limited and The Factory Private Limited and one of its step-down subsidiary viz. Optiemus Telecommunication Private Limited.

The particulars of the total fees paid to the said Statutory Auditors on a consolidated basis during the financial year 2025-26 are given below:

(Amount In ₹ Lakhs)

Type of Service	Amount
Audit Fees	10.00
Tax Audit Fees	1.25
Limited Review Fee	2.40
Certification Fees	2.55
Reimbursement of expenses	0.31
Total	**16.51**

Further, no fees have been paid by the other subsidiaries of the Company to the said Statutory Auditors or to any entity forming part of the same network as the Statutory Auditors, as the other subsidiaries have appointed separate statutory auditors.

x. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide and promote a safe and healthy work environment for all of its employees. A Policy on Prevention of Sexual Harassment at Workplace which is in line with the statutory requirements is in place. An Internal Complaint Committee has been set up to redress the complaints received regarding sexual harassment. Requisite detail in this regard is given below:

a. Number of complaints filed during the financial year: Nil

b. Number of complaints disposed of during the financial year: Nil

c. Number of complaints pending as on end of the financial year: Nil

xi. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

During the financial year, the Company has not given any loans and advances in the nature of loans to firms/ companies in which directors are interested, therefore, no disclosure is required in this regard.

xii. The Company has complied with all the mandatory requirements prescribed under Regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations. A certificate from the Practicing Company Secretary confirming compliance with the corporate governance requirements forms part of the Directors' Report.

xiii. CEO/CFO Certificate

The certificate required under SEBI Listing Regulations duly signed by the Whole-time Director and Chief Financial Officer was placed before the Board and the same is annexed as **'Annexure-B'.**

xiv. Code of Conduct for Board of Directors and Senior Management Personnel

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnal and the same has been hosted on the website of the Company under the web link *https://www.optiemus.com/policies/OIL-%20Code%20of%20Conduct_01.04.2016.pdf*.

All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2026.

A declaration to this effect, duly signed by Whole-time Director, is annexed and forms part of this Report as **'Annexure-C'.**

xv. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

The requisite disclosures as per Schedule V (F) of SEBI Listing Regulations is given below:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on 01.04.2025	1	200
Number of shareholders of whose shares were transferred to suspense account during the year	-	-
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Number of shareholders to whom shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of year i.e. as on 31.03.2026	1	*200

**Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares*

xvi. Transfer of unclaimed dividend and shares to the Investor Education and Protection Fund (IEPF)

Dividends that remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company will be transferred to the Investor Education and Protection Fund

(IEPF), as required under Section 124 of the Act. Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

The details of unclaimed dividend and the due date for its transfer to the IEPF is given below:

Financial Year	Dividend Type	Date of declaration of Dividend	Due date of transfer to IEPF	Unclaimed Dividend as on 31.03.2026
2022-23	Interim	May 26, 2023	June 30, 2030	₹ 11,98,662.50/-

Members who have not encashed their Dividend Warrant or not claimed their unpaid divided for the said financial year are requested to write the Secretarial Department of the Company at the Corporate Office of the Company or to the Registrar and Share Transfer Agent of the Company, to facilitate credit of such unclaimed dividend to their respective bank account.

Nodal Officer

No unclaimed dividend was/is required to be transferred to IEPF, hence, the Company is not required to appoint Nodal Officer at this point of time. The Company will appoint Nodal Officer in due course.

xvii. Disclosure of certain types of agreements binding listed entities

There is no such agreement of the nature as stated under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations, that has been entered into.

xviii. Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of this Annual Report.

xix. 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.

xx. Directors Appointment/Re-appointment

Profile of Directors to be appointed/re-appointed along with the Directorship details is provided in the Notice of the 33rd Annual General Meeting of the Company.

xxi. Code for Fair Disclosure and Code of Conduct for prohibition of Insider Trading

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives.

The above Codes are available on the website of the Company under the web link *https://www.optiemus.com/policies/OIL_Code_of_Fair_Disclosure.pdf* and *https://www.optiemus.com/policies/OIL_Code_of_conduct_for_Insider_Trading.pdf.*, respectively.

For the purpose of monitoring the compliances, the Company is using system-based software through which reports and analytics are made available based on the criteria defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

xxii. Orderly succession to Board and Senior Management

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

xxiii. Review of legal Compliance Reports

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

xxiv. Additional Information regarding Independent Directors

The details of Familiarisation Programmes imparted by the Company to Independent Directors are given on the website of the Company under web link *https://www.optiemus.com/policies/Familiarisation_Programmes_for_Independent_Directors.pdf*.

Terms & Conditions of Appointment of Independent Directors is given on the website of the Company under web link *https://www.optiemus.com/policies/Terms_And_Conditions_of_Appointment_Of_Independent_Directors.pdf*.

xxv. Updating of KYC Details

1. **Mandatory furnishing of PAN and KYC details by holders of physical securities**

   Pursuant to SEBI mandate, it is mandatory for all holders of physical securities in listed companies to furnish PAN, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

   In case of non-updation of PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signatures in respect of the physical folios, no dividend shall be paid to the investor until all of the aforesaid KYC details are updated by the investor.

   Once updated, all the unclaimed dividend previously declared by the Company shall be paid to the shareholder electronically.

2. **Forms for availing various Investor services**

   Investors holding securities in physical mode interface with the RTAs, inter-alia, for registering/updating the KYC details and for the processing of various service requests. The service requests along with requisite forms, as prescribed by SEBI in its respective Circulars, are available on the website of the Company in the Investor Relations Section as well as on the website of RTA.

   (Investors are advised to refer SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026, for further assistance)

xxvi. Dispute Resolution Mechanism at Stock Exchanges (SMART ODR)

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 30, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors may initiate dispute resolution through the Smart ODR Portal (*https://smartodr.in/login*) and the same can also be accessed through the Company's website at *https://www.optiemus.com/online-dispute-resolution-portal.html*.

xxvii. Quote Folio No. / DP ID No.

Shareholders / Beneficial Owners are requested to quote their Folio Nos. / DP ID Nos., as the case may be, in all correspondence with the Company.

Shareholders are also requested to quote their E-mail IDs, Contact Numbers for prompt reply to their correspondence.

xxviii. Green Initiative

The Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report and other communications to Members at their e-mail address previously registered with the

Depository Participants and Registrar and Share Transfer Agent. To support this green initiative of the Government in full measure, the Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and in case of Members holding shares in demat, with the Depository through their concerned Depository Participants.

For and on behalf of the Board of Directors
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN: 00277434

Date: August 27, 2026
Place: Noida (U.P.)

Annexure-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

{Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To
The Members
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar Part-II,
New Delhi-110024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Optiemus Infracom Limited** having its registered office at K-20, 2nd Floor Lajpat Nagar Part-II, New Delhi-110024 (hereinafter referred to as **'the Company'**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the following Directors on the Board of the Company for the financial year ended March 31, 2026, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	Directors Identification Number (DIN)
1.	Mr. Ashok Gupta	00277434
2.	Mr. Neetesh Gupta	00030782
3.	Mr. Gauri Shankar	06764026
4.	Mr. Rakesh Kumar Srivastava	08896124
5.	Ms. Ritu Goyal	05180676
6.	Mr. Vishal Rajpal	00864403

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.K. Batra & Associates
Company Secretaries

Sumit Kumar
Proprietor
FCS-7714; CP No.: 8072
Peer Reviewed Unit: 7712/2026
UDIN:F007714H001180050

Place: New Delhi
Date: 21.08.2026

Annexure-B

COMPLIANCE CERTIFICATE BY WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

(As per Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Optiemus Infracom Limited

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

A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2026 and that to the best of our knowledge and belief, we state that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

1. significant changes, if any, in the internal control over financial reporting during the year;
2. significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 30th May, 2026
Place: Noida

Ashok Gupta
Whole Time Director
DIN:00277434

Parveen Sharma
Chief Financial Officer

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 Personnel have affirmed their compliance with the Code for the financial year ended March 31, 2026.

On behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN: 00277434

Date: April 10, 2026
Place: Noida

INDEPENDENT AUDITORS' REPORT

To the Members of Optiemus Infracom Limited

Report on the Audit of the Standalone Ind AS Financial Statements

1. Opinion

We have audited the accompanying standalone Ind AS financial statements of Optiemus Infracom Limited ("the Company"), which comprise the standalone balance sheet as at March 31, 2026 and the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and it's profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards (SA's) are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

3. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

S.No.	Key Audit Matter	How our Audit address the Key Audit Matters
1.	**Assessment of Carrying Value of Investment in Subsidiaries and Associates:-** (Refer Note 2.2.9 and 6(a) to the standalone Ind AS financial statements) The carrying value of investments in subsidiaries and associates amounted to ₹ 46,261.57 Lakhs and ₹ 8,131.22 Lakhs respectively as at March 31, 2026, which represent a significant portion of the Company's total assets. The Company assesses these investments for impairment at each reporting date in accordance with the requirements of Ind AS 36, "Impairment of Assets", where there is any indication that the carrying amount of investments may not be recoverable. The impairment assessment requires significant management judgment and estimates in determining the recoverable amount of investments, including assumptions relating to future cash flow projections, discount rates, terminal growth rates and expected future business performance. Changes in these assumptions could have a significant impact on the recoverable amount and consequently the carrying value of these investments. Given the materiality of the investment balances and the significant judgment involved in the impairment assessment, we considered this matter to be a key audit matter.	**Our audit procedures included, amongst others:** • Obtained an understanding of and evaluated the design and implementation of controls over the Company's impairment assessment process. • Assessed the appropriateness of the valuation methodology adopted by management for determining the recoverable amount of investments. • Evaluated the key assumptions used in the valuation models, including projected cash flows, discount rates and terminal growth rates. • Compared forecasted results with historical performance and assessed the reasonableness of management's future business projections. • Performed sensitivity analyses on significant assumptions to evaluate the impact of reasonably possible changes in such assumptions. • Involved valuation specialists, where necessary, to assess the reasonableness of key valuation inputs and assumptions. • Assessed the adequacy of disclosures made in the standalone Ind AS financial statements relating to impairment assessment of investments. Based on the procedures performed, we found management's assessment of the carrying value of investments in subsidiaries and associates to be reasonable.
2.	**Evaluation of Provision and Contingent Liabilities:** As at the Balance Sheet date, the Company has contingent liabilities and legal claims as disclosed in Note 35 to the financial statements. The assessment of the existence of a present obligation and the likelihood of an outflow of economic resources requires significant management judgment and estimation. Management is required to evaluate the facts and circumstances relating to each matter and determine whether a provision should be recognized or whether the matter should be disclosed as a contingent liability in accordance with the requirements of Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets. The assessment involves significant judgment regarding the probability of occurrence of future events and the estimation of potential financial impact. Due to the level of judgment involved in	We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets. We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these matters and the assumptions applied. We evaluated the design and implementation of controls established by the Company over the identification, assessment and monitoring of provisions and contingent liabilities. We assessed the reasonableness of the key assumptions and judgments applied by the management in determining the likelihood of potential obligations and the related financial impact.

S.No.	Key Audit Matter	How our Audit address the Key Audit Matters
	the recognition, measurement and presentation of provisions and contingent liabilities, this matter was considered to be a key audit matter.	We assessed the appropriateness of provisioning based on assumptions made by the management and the presentation and disclosure of significant contingent liabilities in the financial statements.

4. Information other than the standalone Ind AS financial statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and shareholders' Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's responsibility for the standalone Ind AS financial statements

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

In preparing the standalone Ind AS financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to the standalone Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

7. Report on other legal and regulatory requirements

1. As required by section 143(3) of the Act, we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b) In our opinion, proper books of account as required by the law have been kept

by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over the financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements. Refer note [36] to the Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and accordingly, reporting under Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014 is not applicable to the Company.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Further, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure B"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Mukesh Raj & Co
Chartered Accountants
Firm Reg. No. 016693N

Monika Goel
Partner
Membership No. 094072
UDIN: 26094072ZMTMHM5855

Place: New Delhi
Date: May 30, 2026

Annexure "A" To the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Optiemus Infracom Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Optiemus Infracom Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of internal financial controls over financial reporting

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

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized

acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mukesh Raj & Co
Chartered Accountants
Firm Reg. No. 016693N

Monika Goel
Partner
Membership No. 094072
UDIN: 26094072ZMTMHM5855

Place: New Delhi
Date: May 30, 2026

Annexure "B" To the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Optiemus Infracom Limited of even date)

To the best of our information and according to the explanations provided to us by the company and the books of accounts and records examined by us in the normal course of audit, we state that:

1) In respect of the company's property, plant & equipment and intangible assets:

a) (A) The company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant & equipment.

(B) The company has no intangible assets during the financial year.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified once in every one to three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

c) In respect of immovable properties, the company did not hold any immovable property as at the balance sheet date. Accordingly, reporting requirements under clause 3(i)(c) of the Order is not applicable.

d) The company has not revalued any of its property, plant & equipment and intangible assets during the year.

e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2) (A) As explained to us, the inventories were physically verified during the year by the management, which, in our opinion, is reasonable with regard to the nature of the inventory and the business the company is engaged in, and no material discrepancies were noticed on physical verification.

(B) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

3) The company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

a) (A) The company has not granted any loans or advances in the nature of loans during the year; however, it has provided corporate guarantees to subsidiaries, joint ventures and associates; covered in the register maintained under Section 189 of the Companies Act, 2013, the aggregate amount during the year along with the balance outstanding as at the balance sheet date has been stipulated as hereunder:

	Nature	Aggregate amount during the year	Outstanding balance as at the balance sheet date
Subsidiaries	Corporate guarantee	7,500 lakhs	30,982.2 lakhs

(B) The company has not provided unsecured loans or advances in the nature of loans or stood guarantee, or provided security to parties other than subsidiaries, joint ventures and associates.

b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

c) In respect of loans granted by the company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally regular, no amount is overdue and hence reporting under clause 3(iii)c is not applicable.

d) In respect of loans granted and outstanding as on the balance sheet date, no amount is overdue and hence reporting under clause 3(iii)(d) is not applicable.

e) In our opinion, no such loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

5) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

6) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products/services of the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.

7) In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Sales Tax, Income Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities, to the extent applicable.

There were no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess, and other material statutory dues which were in arrears as at March 31, 2026, for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub – clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

Name of the Statute	Nature of the dues	Period (F.Y.)	Amount (in Lakhs)	Forum where dispute is pending
Sales Tax / VAT, Chandigarh	Central Sales Tax	2014–15	1.62	VAT Department
Sales Tax / VAT, Bihar	Central Sales Tax	2011–12	29.19	Tribunal
Sales Tax / VAT, Bihar	Central Sales Tax	2012–13	9.75	Tribunal
Sales Tax / VAT, Bihar	Central Sales Tax	2013–14	7.46	Tribunal
Sales Tax / VAT, Uttar Pradesh	Central Sales Tax	2011–12	25.18	Tribunal
Sales Tax / VAT, Uttar Pradesh	Central Sales Tax	2013–14	44.51	Tribunal
IGST Act,2017	Goods and service Tax	2018–19	37.93	Tribunal
IGST Act,2017	Goods and service Tax	2017–18	43.26	Tribunal
Sales Tax / VAT, Karnataka	Central Sales Tax	2014–15	2.90	Tribunal
Sales Tax / VAT, Gujarat	Central Sales Tax	2013–14	10.14	Tribunal
Sales Tax / VAT, Gujarat	Central Sales Tax	2014–15	185.37	High Court
Sales Tax / VAT, Gujarat	Central Sales Tax	2015–16	7.33	Tribunal
Sales Tax / VAT, Maharashtra	Central Sales Tax	2015–16	21.08	Tribunal
Sales Tax / VAT, Madhya Pradesh	Central Sales Tax	2015–16	53.00	Tribunal
Sales Tax / VAT, Madhya Pradesh	Central Sales Tax	2017–18	12.55	Tribunal
Sales Tax / VAT, Kerala	Central Sales Tax	2017–18	12.31	Tribunal
Service Tax	Service Tax	2014–18	490.92	Supt. Group 52, GST Audit 01, Delhi, Circle VI
IGST Act,2017	Goods and service Tax	2017–18	37.93	Tribunal
CGST/ SGST Act, 2017, Delhi	Goods and service Tax	2017–18	97.72	Tribunal

8) According to the information and explanations given to us and based on our examination of the records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9) a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lenders.

c) The Company has not taken any term loan during the year and also there are no outstanding term loans as at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d) According to the information and explanations given to us and the procedures performed by us and on an overall examination of the standalone financial statements of the Company, the Company has not raised funds on short-term basis. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

e) On an overall examination of the financial statements of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates and joint ventures.

f) On the examination of the financial statements of the company we report that during the year the company has not raised any loans on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, reporting under clause 3(ix)(f) of the Order is not applicable.

10) a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the requirement to report on clause 3(x)(a) of the Order is not applicable.

b) The Company had, in the preceding financial year, made a preferential allotment of equity shares and of warrants convertible into equity shares in accordance with the Companies Act, 2013. During the year, upon receipt of the balance subscription money from certain warrant holders, the Company allotted an equivalent number of equity shares on conversion of such warrants. Save as aforesaid, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the requirements of Sections 42 and 62 of the Companies Act, 2013, to the extent applicable, have been complied with and the funds raised have been used for the purposes for which they were raised.

11) a) 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, we have neither come across any instance of fraud by the Company or on the Company being noticed or reported during the year, nor have we been informed of such case by the management.

b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year.

12) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable.

13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under section 133 of the Companies Act, 2013.

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

b) We have considered internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.

15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with its directors.

16) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report under clause 3(xvi)(a), (b) & (c) of the Order is not applicable.

b) There is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

17) The company has not incurred cash losses during the current financial year and in the financial year immediately preceding the current financial year.

18) There has been no resignation of the statutory auditors of the Company during the year. Hence,

reporting under clause 3(xviii) is not applicable.

19) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all the liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) There is no unspent amount towards Corporate Social Responsibility (CSR) on ongoing project as at the end of the previous financial year, requiring a transfer to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of Section 135(6) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

21) The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of the standalone Ind AS financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 26094072ZMTMHM5855

Place: Noida, Uttar Pradesh
Date: May 30, 2026

STANDALONE BALANCE SHEET

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March, 31, 2025
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	3	6.42	6.57
(b) Right of use assets	4	38.00	51.81
(c) Financial assets	5		
(i) Investments	5(a)	54,405.35	41,246.44
(ii) Other financial assets	5(b)	57.85	375.33
(d) Other non-current assets	6	4.86	2,101.04
Total non-current assets (A)		**54,512.48**	**43,781.19**
B. Current assets			
(a) Inventories	7	10.24	7.13
(b) Financial assets	8		
(i) Trade receivables	8(a)	5,620.07	28,515.81
(ii) Cash and cash equivalents	8(b)	379.62	3,218.57
(iii) Bank balances other than (ii) above	8(c)	54.05	32.87
(iv) Loans	8(d)	–	–
(v) Other financial assets	8(e)	0.35	91.71
(c) Current tax assets (net)	9	20.71	243.00
(d) Other current assets	10	11,263.29	878.33
Total current assets (B)		**17,348.33**	**32,987.42**
Total assets (A+B)		**71,860.81**	**76,768.61**
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	11	8,868.88	8,725.30
(b) Other equity	12	59,348.38	50,183.67
Total equity (A)		**68,217.27**	**58,908.97**
Liabilities			
B. Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	13	29.07	42.78
(b) Provisions	14	11.06	9.58
(c) Deferred tax liabilities (net)	15	565.93	372.70
Total non-current liabilities (B)		**606.06**	**425.06**

STANDALONE BALANCE SHEET

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March, 31, 2025
C. Current liabilities			
(a) Financial liabilities	16		
(i) Lease liabilities	13	13.70	12.27
(ii) Trade payables	16(a)		
– total outstanding dues of micro enterprises and small enterprises		–	1.86
– total outstanding dues of creditors other than micro enterprises and small enterprises		2,657.79	16,989.39
(iii) Other financial liabilities	16(b)	11.99	12.01
(b) Other current liabilities	17	326.93	305.99
(c) Provisions	14	27.07	12.11
(d) Current tax liabilities (net)	18	–	100.95
Total current liabilities (C)		**3,037.48**	**17,434.58**
Total liabilities (B+C)		**3,643.54**	**17,859.64**
Total equity and liabilities (A+B+C)		**71,860.81**	**76,768.61**

See accompanying notes forming part of the standalone financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars		Note	For the year ended March 31, 2026	For the year ended March 31, 2025
A.	**Income**			
	Revenue from operations	19	72,409.04	59,153.05
	Other income	20	910.05	1,316.10
	Total income (A)		**73,319.09**	**60,469.15**
B.	**Expenses**			
	Purchase of traded goods	21	68,424.48	55,003.11
	Changes in inventories of stock-in-trade	22	(3.11)	81.39
	Employee benefits expense	23	572.11	509.29
	Finance costs	24	25.47	91.39
	Depreciation and amortisation expense	25	17.16	26.65
	Other expenses	26	1,490.85	1,487.81
	Total expenses (B)		**70,526.96**	**57,199.64**
C.	**Profit /(loss) before exceptional items and tax (A-B)**		2,792.13	3,269.51
D.	Exceptional Items		–	–
E.	**Profit /(loss) before tax (C-D)**		**2,792.13**	**3,269.51**
F.	**Tax expense:**	15		
	(a) Current Tax		(510.26)	(932.30)
	(b) Adjustment of tax related to earlier years		(30.37)	–
	(c) Deferred Tax		(190.46)	(113.17)
	Total tax expense		**(731.09)**	**(1,045.47)**
G.	**Profit /(loss) for the year (E+F)**		**2,061.04**	**2,224.04**
H.	**Other comprehensive income**			
	Items that will not be reclassified to Profit or Loss :			
	– Re-measurement of gains / (losses) on defined benefit plans	32(b)	10.95	5.49
	– Income tax relating to items that will not be reclassified to Profit or Loss		(2.76)	–
	Total other comprehensive income for the year (net of tax) (H)		**8.19**	**5.49**
I.	**Total comprehensive income for the year (G+H)**		**2,069.23**	**2,229.53**

STANDALONE STATEMENT OF PROFIT AND LOSS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
J. Earnings per equity share (EPS)	27		
Basic (in ₹)		2.35	2.59
Diluted (in ₹)		2.31	2.58
Face value per share (in ₹)		10.00	10.00

See accompanying notes forming part of the standalone financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

STANDALONE STATEMENT OF CASH FLOWS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**2,792.13**	**3,269.51**
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation on property, plant and equipment	3.34	9.38
Depreciation on right of use assets	13.82	17.27
Bad debts written off	0.24	83.04
Provision for doubtful loans	–	674.55
Provision for doubtful debtors	–	14.90
Provision for gratuity made	6.79	6.56
Lease equilization rent booked	0.26	0.29
Loss on sale of current investment	–	–
Investments written off	–	4.40
Finance costs (including fair value change in financial instruments)	25.47	91.39
Foreign exchange gain/ loss	(4.18)	(3.88)
Profit on sale of investment property	–	(10.95)
Profit on sale of property, plant and equipment	–	(7.85)
Excess liabilities written back	(29.38)	(114.09)
Interest income	(7.33)	(853.63)
Bad debts recovered	–	(2.42)
Fair value gain on financial instruments at fair value through profit & loss	(837.85)	(312.31)
Operating profit before working capital changes	**1,963.31**	**2,866.16**
Working capital Adjustments:		
(Increase)/ Decrease in trade and other receivables and prepayments	15,015.29	(5,091.93)
(Increase)/Decrease in inventories	(3.11)	81.39
Increase/(Decrease) in trade and other payables and provision	(14,261.15)	5,034.43
Cash generated from/(used in) operating activities	**2,714.34**	**2,890.05**
Income tax paid	(416.55)	(1,479.83)
Net cash generated from/(used in) operating activities (A)	**2,297.80**	**1,410.23**

STANDALONE STATEMENT OF CASH FLOWS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(3.19)	(11.91)
Proceeds from sale of property, plant and equipment	–	28.75
Proceeds from sale of investment property	–	25.00
Acquisition of Right of use asset	–	(69.08)
Acquisition of investment in subsidiaries including advances	(12,321.06)	(28,472.10)
Proceeds from fixed deposits with original maturities more than 3 months (net)	(21.18)	(15.00)
Repayment of loans received / (loans given)	–	14,718.39
Interest received	7.33	853.63
Net cash generated from/(used in) investing activities (B)	**(12,338.09)**	**(12,942.32)**
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of equity share capital	143.58	139.58
Money received against issue of share warrants	(2,413.03)	5,063.39
Lease Liability	(12.27)	55.05
Finance costs paid	(25.47)	(91.39)
Security premium reserve	9,508.53	9,243.68
Net cash generated from/(used in) in financing activities (C)	**7,201.35**	**14,410.31**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	**(2,838.95)**	**2,878.22**
Cash and cash equivalents at the beginning of the year	3,218.57	340.35
Cash and cash equivalents at the end of the year	**379.62**	**3,218.57**
Components of cash and cash equivalents		
Balances with banks in current accounts	379.15	3,218.12
Cash on hand	0.47	0.45
	379.62	**3,218.57**

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

a. Equity share capital *(All amounts in Indian ₹ in lakhs, unless otherwise stated)*

At March 31, 2025

Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
8,585.72	–	8,585.72	139.58	8,725.30

At March 31, 2026

Balance as at April 01, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
8,725.30	–	8,725.30	143.58	8,868.88

b. Other equity

Particulars	Attributable to equity shareholders				Total
	Reserves and Surplus				
	General reserve	Security premium reserve	Retained earnings	Money received against share	
As at April 01, 2024	**260.93**	**110.51**	**33,275.63**	**–**	**33,647.07**
Profit for the year	–	–	2,224.04	–	2,224.04
Other comprehensive income, net of tax	–	–	5.49	–	5.49
Issue of equity share capital	–	9,243.68	–	–	9,243.68
Issue of share warrants	–	–	–	5,063.39	5,063.39
As at March 31, 2025	**260.93**	**9,354.19**	**35,505.16**	**5,063.39**	**50,183.67**
Profit for the year	–	–	2,061.04	–	2,061.04
Other comprehensive income, net of tax	–	–	8.19	–	8.19
Security premium received	–	9,508.53	–	–	9,508.53
Issue of share warrants	–	–	–	(2,413.03)	(2,413.03)
As at March 31, 2026	**260.93**	**18,862.72**	**37,574.38**	**2,650.36**	**59,348.38**

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

1. Corporate Information

Optiemus Infracom Limited ("the Company") is a public company incorporated on June 17, 1993; equity shares of the company are listed on Bombay Stock Exchange and National Stock Exchange. The Company is primarily engaged in the trading of mobile handsets and mobile accessories. The company is a public limited company incorporated and domiciled in India and has its registered office at New Delhi.

These financial statements are authorized for issue in accordance with a resolution of the board on May 30, 2026.

2. Material Accounting Policies

2.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015, read with Section 133 of Companies Act, 2013.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2.2 Summary of Material Accounting Policies

2.2.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

2.2.2 Classification of Assets and Liabilities as Current or Non-Current

The Company presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle, or
- held primarily for the purpose of trading, or
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle, or
- it is held primarily for the purpose of trading, or
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

2.2.3 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate. Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.2.4 Revenue Recognition

The Company derives revenues primarily from sale of electronic products and accessories.

Sale of Products:

Revenue from sale of goods is recognized when control of the products is being sold is transferred to our customer and when there are no longer any fulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorized by the Company. An estimate is made of the goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.

The Company uses the percentage-of-completion method in accounting for its fixed price contracts. The use of percentage-of-completion method required the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

become probable based on the expected contract estimates at the reporting period.

2.2.5 Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension) but does not consider the expected credit losses, interest income is included in other income in the standalone financial statement of profit and loss.

2.2.6 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using written down value method.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Depreciation is provided for property, plant and equipment on written down value basis so as to expense the written down value over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives are as mentioned below:

Type of Asset	Useful Lives
Buildings	60 years
Plant & Equipment	12 – 15 years
Computer Equipment	3 years
Vehicles	8 – 10 years
Office Equipment	5 years
Furniture and Fixtures	10 years

Property, plant and equipment under construction is recorded as capital work-in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

2.2.7 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Research and Development (R&D)

It involve specific guidelines for recognizing, measuring, and disclosing research and development costs as per the guidance of Ind AS-38 Intangible asset. Key aspects of the policy are:

a) Research Phase

Expenditure on research (or on the research phase of an internal project) shall be recognized as an expense when it is incurred. Research costs cannot be capitalized as an intangible asset. Research activities are original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding.

b) Development Phase

An intangible asset arising from the development (or from the development phase of an internal project) shall be recognized if, and only if, an entity can demonstrate all of the following:

1. **Technical Feasibility:** The technical feasibility of completing the intangible asset so that it will be available for use or sale.
2. **Intention to Complete:** The intention to complete the intangible asset and use or sell it.
3. **Ability to Use or Sell:** The ability to use or sell the intangible asset.
4. **Future Economic Benefits:** How the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.
5. **Availability of Resources:** The availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset.
6. **Ability to Measure Expenditure Reliably:** The ability to measure reliably the expenditure attributable to the intangible asset during its development.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

If these conditions are not met, development expenditure should be recognized as an expense when it is incurred.

2.2.8 Investment property

Recognition and Measurement

Investment properties are properties (land or buildings or both) held to earn rentals or for capital appreciation or both, rather than for:

- Use in the production or supply of goods or services or for administrative purposes, or
- Sale in the ordinary course of business

Investment properties are measured initially at cost, including transaction costs. The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure (such as professional fees for legal services, property transfer taxes, and other transaction costs).

Subsequent Measurement

After initial recognition, investment properties are measured at cost less accumulated depreciation and any accumulated impairment losses. The Company uses the cost model for subsequent measurement as prescribed by Ind AS 40.

Depreciation

Depreciation on investment property is provided on a straight-line basis over the estimated useful life. The useful lives and residual values are reviewed at each reporting date and adjusted, if necessary. The useful life of buildings is determined based on the period over which they are expected to be available for use by the Company.

Transfers

Transfers to or from investment property are made when, and only when, there is a change in use, evidenced by:

- Commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- Commencement of development with a view to sale, for a transfer from investment property to inventories
- End of owner-occupation, for a transfer from owner-occupied property to investment property; or
- Commencement of an operating lease to another party, for a transfer from inventories to investment property

Disposal

An investment property is derecognized on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Fair Value Disclosure

The fair value of investment properties in the financial statements (based on valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued) for the fair value disclosure as encouraged by Ind AS 40 has not been undertaken by the company.

Impairment

The Company assesses at each reporting date whether there is any indication that an investment property may be impaired. If any such indication exists, the Company estimates the recoverable amount of the investment property. An impairment loss is recognized for the amount by which the carrying amount of the investment property exceeds its recoverable amount.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Presentation and Disclosure

Investment properties are presented as a separate line item in the balance sheet. Detailed disclosures about investment properties are made in accordance with Ind AS 40, including the amounts recognized in profit or loss, restrictions on the realizability of investment property, and contractual obligations to purchase, construct, or develop investment properties or for repairs, maintenance, or enhancements.

2.2.9 Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

2.2.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Company has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets are classified at initial recognition as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"), based on the Company's business model for managing such financial assets and the contractual cash flow characteristics of the financial asset. Investments in subsidiaries are accounted for at cost in accordance with Ind AS 27, less impairment, if any. Such investments are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Investments in associates are accounted for in the standalone financial statements in accordance with Ind AS 27 and are measured in accordance with Ind AS 109 at fair value through profit or loss ("FVTPL"). Such investments are carried in the statement of financial position at fair value and the net changes in fair value are recognised in the Statement of Profit and Loss.

Other equity investments, which are not investments in subsidiaries, associates or joint ventures, are measured at FVTPL unless the Company makes an irrevocable election at initial recognition to present subsequent changes in fair value in other comprehensive income ("FVOCI"). Where such election is made, all fair value changes, excluding dividend income, are recognised in other comprehensive income. Amounts recognised in OCI are not subsequently reclassified to profit or loss on disposal of the investment; however, the cumulative gain or loss may be transferred within equity.

Financial assets classified as FVTPL are measured at fair value at each reporting date, with gains or losses arising from changes in fair value recognised in the Statement of Profit and Loss.

Financial assets at amortised cost

This category is the most relevant to the Company. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a

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'pass-through' arrangement, and eitherthe Company has transferred substantially all the risks and rewards of the asset or transferred control of the asset.

Impairment of Financial Assets

The objective of the company in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis-considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Company recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. For Trade receivables the company always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a company of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Company first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not

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individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a company of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Company measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Company has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-

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trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS109 are satisfied. The Company has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

2.2.11 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank and on hand and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.2.12 Leases

Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the shorter of the end of the useful life of the right of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

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The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, and the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments; the lease liability is measured at amortised cost using the effective interest method.

The Company uses number of practical expedients when applying Ind AS 116:- Short-term leases, leases of low-value assets and single discount rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Company's leases mainly comprise land and buildings and Plant and equipment. The Company leases land and buildings for warehouse facilities. The Company also has leases for equipment.

Company as lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

2.2.13 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.2.14 Provisions

General provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.2.15 Employee Benefits

Employee benefits are all forms of consideration given by the company in exchange for service rendered by employees. Employee benefits includes short-term employee benefits, post-

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employment benefits and other long-term employee benefits

Short Term Employee Benefits

When an employee has rendered service to the company during an accounting period, the company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the company recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The company operates funded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

2.2.16 Employee Stock Option Plan (ESOP)

The company recognizes compensation expense relating to share-based payments in the net profit based on estimated fair-values of the awards on the grant date. The estimated fair value of awards is recognized as an expense in the statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

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2.2.17 Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The company declares and pays dividends in Indian Rupees. Companies are required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

2.2.18 Foreign Currencies

The Company's financial statements are presented in Indian Rupees (INR), which is also the company's functional currency. Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

2.2.19 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

2.2.20 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i. **Raw materials and Stores and spares:** cost includes cost of purchase and

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other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

ii. **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

iii. **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.2.21 Segment Reporting

Identification of segments

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/services. The Company operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.2.22 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.2.23 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates

2.3 Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new Indian Accounting Standards or amendments to the existing Indian Accounting Standards. There is no such notification by MCA in this regard which would have been applicable on the company for the year ended March 31,2026.

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3. PROPERTY, PLANT AND EQUIPMENT (PPE)

Particulars	Furniture & Fittings	Plant and Machinery	Office Equipment	Computers	Motor Vehicles	Total
Gross carrying amount						
As at April 01, 2024	0.14	-	0.42	25.50	396.75	422.81
Additions	-	3.33	-	8.58	-	11.91
Disposals	(0.14)	(3.33)	(0.42)	(24.52)	(387.26)	(415.67)
As at March 31, 2025	**-**	**-**	**-**	**9.56**	**9.49**	**19.05**
Additions	-	-	-	3.18	-	3.18
Disposals	-	-	-	-	-	-
As at March 31, 2026	**-**	**-**	**-**	**12.74**	**9.49**	**22.24**
Accumulated depreciation						
As at April 01, 2024	0.07	-	0.21	15.08	382.51	397.87
Charge for the year	0.03	0.58	0.10	6.64	2.03	9.38
Disposals	(0.10)	(0.58)	(0.31)	(14.24)	(379.54)	(394.77)
As at March 31, 2025	**-**	**-**	**-**	**7.48**	**5.00**	**12.48**
Charge for the year	-	-	-	1.94	1.40	3.34
Disposals	-	-	-	-	-	-
As at March 31, 2026	**-**	**-**	**-**	**9.42**	**6.41**	**15.82**
Net carrying amount						
As at March 31, 2026	**-**	**-**	**-**	**3.33**	**3.09**	**6.42**
As at March 31, 2025	**-**	**-**	**-**	**2.08**	**4.49**	**6.57**
As at March 31, 2024	**0.07**	**-**	**0.21**	**10.42**	**14.24**	**24.94**

The company has no restrictions on the realisability of its property, plant & equipment and no contractual obligations to purchase, construct or develop property, plant & equipment or repairs, maintenance and enhancements.

4. RIGHT OF USE ASSETS

Particulars	Building	Total
Gross carrying amount		
As at April 01, 2024	-	-
Additions	69.08	69.08
Disposals/ adjustment	-	-
As at March 31, 2025	**69.08**	**69.08**
Additions	-	-
Disposals/ adjustment	-	-
As at March 31, 2026	**69.08**	**69.08**

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Particulars	Building	Total
Accumulated Depreciation		
As at April 01, 2024	-	-
Charge for the year	17.27	17.27
Disposals/ adjustment	-	-
As at March 31, 2025	**17.27**	**17.27**
Charge for the year	13.82	13.82
Disposals/ adjustment	-	-
As at March 31, 2026	**31.09**	**31.09**
Net carrying value		
As at March 31, 2026	**38.00**	**38.00**
As at March 31, 2025	**51.81**	**51.81**
As at March 31, 2024	**-**	**-**

The movement in lease liabilities during the years ended is as follows :

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning	55.05	-
Additions	-	69.08
Finance cost accrued during the period	3.96	6.27
Payment of lease liabilities	(16.24)	(20.30)
Balance at the end	**42.78**	**55.05**

The aggregate depreciation expense on ROU assets is included under depreciation expense in the Statement of Profit & Loss.

The break-up of current and non-current lease liabilities as at year end is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Current lease liabilities	13.70	12.27
Non-current lease liabilities	29.07	42.78
Total	**42.78**	**55.05**

The details of the contractual maturities of lease liabilities as at year end on an undiscounted basis are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	16.64	16.23
More than 1 year	31.25	47.90
Total	**47.90**	**64.13**

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The following are the amounts recognized in profit or loss:

Particulars	As at March 31, 2026	As at March 31, 2025
Depreciation expenses on right of use assets	13.82	17.27
Interest expense recognised relating to lease liabilities	3.96	6.27
Total amount recognised in profit or loss	**17.78**	**23.54**

Notes:

1) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
2) Lease contracts entered by the Company majorly pertains to buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.
3) There are no leases having variable lease payments. The Company has not entered into any residual value contracts during the year.
4) There are no sale and leaseback transactions during the year.

5(a). INVESTMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Unquoted equity instruments		
Investment in fully paid up equity instruments		
a) Equity instruments – Unquoted (At cost)		
i. Subsidiaries : (Refer note 34)		
• **Optiemus Infracom (Singapore) Pte. Ltd.**		
1 (March 31, 2025: 1) ordinary shares of 1@ SGD	0.00	0.00
5,000 (March 31, 2025: 5,000) ordinary shares @1 SGD	0.10	0.10
22,86,000 (March 31, 2025: 22,86,000) ordinary shares @1 USD	66.85	66.85
Net of provision for dimunition in value of ₹ 1272.08 lakhs (2025 – ₹ 1272.08 lakhs)		
• **Optiemus Electronics Limited**[1]		
1,11,00,000 (March 31, 2025: 1,11,00,000) equity shares of ₹ 10 each fully paid up	1,110.00	1,110.00
27,60,000 (March 31, 2025: 27,60,000) equity shares of ₹ 10 each fully paid up	124.20	124.20
16,33,986 (March 31, 2025: 16,33,986) equity shares of ₹ 10 each fully paid up	5,000.00	5,000.00

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Particulars		As at March 31, 2026	As at March 31, 2025
	25,81,000 (March 31, 2025: 25,81,000) equity shares of ₹ 10 each fully paid up	8,001.10	8,001.10
	10,00,000 (March 31, 2025: 10,00,000) equity shares of ₹ 10 each fully paid up	3,100.00	3,100.00
	2,46,794 (March 31, 2025: NIL) equity shares of ₹ 10 each fully paid up	770.00	-
•	**GDN Enterprises Private Limited(2)**		
	25,10,000 (March 31, 2025: 25,10,000) equity shares of ₹ 10 each fully paid up	1,255.19	1,255.19
	15,60,000 (March 31, 2025: 15,60,000) equity shares of ₹ 10 each fully paid up	6,006.00	6,006.00
	6,49,350 (March 31, 2025: 6,49,350) equity shares of ₹ 10 each fully paid up	2,500.00	2,500.00
	6,88,820 (March 31, 2025: NIL) equity shares of ₹ 10 each fully paid up	2,686.40	-
	10,25,641 (March 31, 2025: NIL) equity shares of ₹ 10 each fully paid up	4,000.00	-
•	**Troosol Enterprises Private Limited**		
	6,000 (March 31, 2025: 6,000) equity shares of ₹ 10 each fully paid up	0.60	0.60
•	**FineMS Electronics Private Limited**		
	6,00,000 (March 31, 2025: 6,00,000) equity shares of ₹ 10 each fully paid up	-	-
	Net of provision for dimunition in value of ₹ 60 lakhs (2025 – ₹ 60 lakhs)		
•	**Bharat Innovative Glass Technologies Private Limited(3)**		
	1,14,800 (March 31, 2025: 1,14,800) equity shares of ₹ 10 each fully paid up	11.48	11.48
	2,90,50,000 (March 31, 2025: 2,90,50,000) equity shares of ₹ 10 each fully paid up	2,905.00	2,905.00
	1,47,00,000 (March 31, 2025: 1,47,00,000) equity shares of ₹ 10 each fully paid up	1,470.00	1,470.00
	2,38,00,000 (March 31, 2025: 2,38,00,000) equity shares of ₹ 10 each fully paid up	2,380.00	2,380.00
	2,10,00,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	2,100.00	-
	2,52,00,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	2,520.00	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
• **Optiemus Unmanned Systems Private Limited[4]**		
1,00,000 (March 31, 2025: 1,00,000) equity shares of ₹ 10 each fully paid up	10.00	10.00
24,00,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	240.00	-
• **Optiemus Display Technology Private Limited[5]**		
10,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	1.00	-
• **Optiemus Vision Technology Private Limited[6]**		
10,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	1.00	-
• **Optiemus Micro Electronics Private Limited[7]**		
10,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	1.00	-
• **XO Ventures Private Limited[8]**		
10,000 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	1.00	-
• **The Factory Private Limited[9]**		
6,500 (March 31, 2025: Nil) equity shares of ₹ 10 each fully paid up	0.65	-
b) Equity instruments – Unquoted (FVTPL)		
i. Associates :		
• **Teleecare Network India Private Limited(10)**		
1,59,34,200 (March 31, 2025: 1,59,34,200) equity shares of ₹ 10 each fully paid up	8,131.22	7,299.45
ii. Others :		
• **Ilumi Solution Inc**		
9,66,620 (March 31, 2025: 9,66,620) equity shares of USD 0.00001 each fully paid up	-	-
Net of provision for dimunition in value of ₹ 478.84 lakhs (2025 – ₹ 478.84 lakhs)		
• **Travancore Marketing Private Limited**		
11,000 (March 31, 2025: 11,000) equity shares of ₹ 10 each fully paid up	0.08	0.08

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars			As at March 31, 2026	As at March 31, 2025
Quoted equity instruments				
Investment in fully paid up equity instruments				
a)	**Equity instruments - Quoted (FVTPL)**			
	•	**Arvind Remedies Limited**		
		10,000 (March 31, 2025: 10,000) equity shares of ₹ 10 each fully paid up	0.47	0.47
		Net of provision for dimunition in value of ₹ 5.16 lakhs (2025 - ₹ 5.16 lakhs)		
	•	**GTL Infrastructure Limited**		
		1,805 (March 31, 2025: 1,974) equity shares of ₹ 10 each fully paid up	0.02	0.03
		Net of provision for dimunition in value of ₹ 0.55 lakhs (2025 - ₹ 0.54 lakhs)		
	•	**IKF Technologies Limited**		
		2,20,000 (March 31, 2025: 2,20,000) equity shares of ₹ 1 each fully paid up	0.59	0.59
		Net of provision for dimunition in value of ₹ 33.82 lakhs (2025 - ₹ 33.82 lakhs)		
	•	**Cybele Industries Limited**		
		24,927 (March 31, 2025: 25,000) equity shares of ₹ 10 each fully paid up	11.41	5.30
		Net of provision for dimunition in value of ₹ 0.52 lakhs (2025 - ₹ 5.59 lakhs)		
b)	**Investment in partnership firm - unquoted (FVTPL)**			
	•	**WIN Technology**	-	-
		Net of provision for dimunition in value of ₹ 361.12 lakhs		
	Total investments		**54,405.35**	**41,246.44**
	a)	Aggregate amount of quoted investments and market value thereof	12.49	6.39
	b)	Aggregate amount of unquoted investments	54,392.86	41,240.05
	c)	Aggregate amount of impairment in value of investments	2,211.05	2,217.15

Notes:

1. During the financial year ended March 31, 2026, the Company has subscribed 2,46,794 equity shares of face value of ₹ 10/- each of Optiemus Electronics Limited (a Company incorporated in India) at a premium of ₹ 302/- per equity share.
2. During the financial year ended March 31, 2026, the Company has subscribed 6,88,820 and 10,25,641 equity shares of face value of ₹ 10/- each of GDN Enterprises Private Limited (a Company incorporated in India) at a premium of ₹ 380/- per equity share.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

3. During the financial year ended March 31, 2026, the Company has subscribed 2,52,00,000 and 2,10,00,000 equity shares of face value of ₹ 10/- each of Bharat Innovative Glass Technologies Private Limited (a Company incorporated in India).
4. During the financial year ended March 31, 2026, the Company has subscribed 24,00,000 equity shares of ₹ 10/- each of Optiemus Unmanned Systems Private Limited (a Company incorporated in India).
5. During the financial year ended March 31, 2026, the Company has incorporated Optiemus Display Technology Private Limited (a wholly owned subsidiary, incorporated in India) on July 22, 2025 and subscribed 10,000 equity shares of face value of ₹ 10/- each.
6. During the financial year ended March 31, 2026, the Company has incorporated Optiemus Vision Technology Private Limited (a wholly owned subsidiary, incorporated in India) on July 22, 2025 and subscribed 10,000 equity shares of face value of ₹ 10/- each.
7. During the financial year ended March 31, 2026, the Company has incorporated Optiemus Micro Electronics Private Limited (a wholly owned subsidiary, incorporated in India) on August 04, 2025 and subscribed 10,000 equity shares of face value of ₹ 10/- each.
8. During the financial year ended March 31, 2026, the Company has incorporated XO Ventures Private Limited (a wholly owned subsidiary, incorporated in India) on October 15, 2025 and subscribed 10,000 equity shares of face value of ₹ 10/- each.
9. During the financial year ended March 31, 2026, the Company has incorporated The Factory Private Limited (a subsidiary, incorporated in India) on December 19, 2025 and subscribed 6,500 equity shares of face value of ₹ 10/- each.
10. In accordance with IND AS 109, the company has assessed its investments in associates at fair value through profit and loss (FVTPL). The fair value of the investment in Teleecare Network India Private Limited has been valued by an independent valuer at ₹ 51.03/- per share, reflecting an increase from previously recorded fair value of ₹ 45.67/- per share. As a result, fair value gain of ₹ 831.77 lakhs has been recognized in the statement of profit and loss for the year.

5(b). OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Security deposits		
Security deposits – considered good	4.20	7.28
Security deposits – considered doubtful	-	300.00
	4.20	**307.28**
Less: provision for doubtful deposits	-	-
	4.20	**307.28**
Deposits with banks having maturity of more than 12 months	53.65	68.05
Total other financial assets	**57.85**	**375.33**

Notes:

1. Security deposit includes deposit of ₹ 300 lakhs given against mortgage of property at Punjabi Bagh, West Delhi. During the financial year ended March 31, 2026, the Company no longer holds the said

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

property as security against the deposit. The amount is under dispute and the Company has registered a complaint (FIR) with the Deputy Commissioner of Police, Economic Offence Wing – Delhi Police dated May 20, 2022, initiating legal proceedings for recovery of the said amount, which is pending with the concerned authority. In view of the uncertainty involved in its recovery, the said security deposit is considered doubtful and, as a matter of prudence, the Company has written off / impaired the security deposit of ₹ 300 lakhs in the current financial year.

2. Bank deposits with remaining maturity of more than 12 months includes fixed deposits amounting to ₹ 53.66 lakhs (March 31, 2025 : ₹ 68.05 lakhs) related to assessments of sales tax/ VAT for various years made with the several government departments of different states and have a restriction on its use and realisability.

6. OTHER NON – CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid lease expense on security deposits	0.76	1.04
Advance for acquisition of shares in subsidiary	-	2,100.00
Net defined benefit asset	4.10	-
Total other non-current assets	**4.86**	**2,101.04**

Notes:

1) During the financial year ended March 31, 2025, the Company had advanced ₹ 2,100 lakhs towards the acquisition of equity shares in its subsidiary viz. Bharat Innovative Glass Technologies Private Limited. As the shares had not been allotted as at that date, the amount was disclosed under "Other non-current assets" as Advance for acquisition of shares in accordance with Schedule III to the Companies Act, 2013. During the financial year ended March 31, 2026, the allotment of the said equity shares has been completed and, accordingly, the advance has been transferred to and recognised as Investment in subsidiary. Consequently, no balance remains outstanding under "Other non-current assets" as at March 31, 2026.

2) The Net defined benefit asset of ₹ 4.10 lakhs as at March 31, 2026 represents the net surplus in the Company's defined benefit (gratuity) plan, being the excess of the fair value of plan assets over the present value of the defined benefit obligation. As the plan is in a net asset position as at the reporting date, the same has been recognised and disclosed as an asset under "Other non-current assets", as against a net defined benefit liability recognised in the previous year.

3) The company has not given any advances to directors or other officers of the Company or any of them either severally or jointly with any persons.

7. INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Traded goods	10.24	7.13
Total inventories	**10.24**	**7.13**

Note: Traded goods include finished goods purchased for re-sale.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

8(a). TRADE RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	5,619.72	28,510.69
Receivables from related parties *(refer note 28)*	0.35	5.12
Total trade receivables	**5,620.07**	**28,515.81**

Break up of security details :

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Unsecured, considered good	5,620.08	28,530.68
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – credit impaired	1.67	1.70
	5,621.75	**28,532.38**
Impairment allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	(14.87)
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – credit impaired	(1.68)	(1.70)
Total of Impairment allowance	**(1.68)**	**(16.57)**
Total trade receivables	**5,620.07**	**28,515.81**

Notes:

(i) For trade receivables ageing **(refer note 41)**.

(ii) The Company follows "simplified approach" for recognition of impairment loss. The application of simplified approach does not require the Company to track changes in credit risk.

(iii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member other than mentioned in **note 28.**

8(b). CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks in current accounts	367.16	3,206.11
Unpaid dividend account	11.99	12.01
Cash on hand	0.47	0.45
Total cash and cash equivalents	**379.62**	**3,218.57**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Notes:

(i) For the purpose of statement of cash flows, the above has been considered as cash and cash equivalents.

(ii) There are no restrictions with regard to cash and cash equivalents at the end of reporting period and prior period.

8(c). OTHER BANK BALANCES

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with bank having remaining maturity less than 12 months	54.05	32.87
Total other bank balances	**54.05**	**32.87**

Notes:

1) Bank deposits with maturity of less than 12 months includes fixed deposits related to assessments of sales tax/ VAT for various years made with the several government departments of different states and have a restriction on its use and realisability.

2) Fixed deposits with original maturity of more than twelve months but remaining maturity of less than twelve months have been disclosed under other bank balances.

8(d).LOANS

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to related parties		
Loans receivables considered good – unsecured	-	-
Less: provision for doubtful loans	-	-
Loans to others		
Loans receivables considered good – Unsecured	-	-
Loans receivables credit impaired	2,698.20	2,698.20
Less: provision for doubtful loans	(2,698.20)	(2,698.20)
Total loans	**-**	**-**

Notes:

1) The Company has not given or advanced any loan to any of its related parties. Accordingly, loans to related parties are Nil as at March 31, 2026 (Nil as at March 31, 2025).

2) The loans aggregating ₹ 2,698.20 lakhs have been classified as credit impaired and a provision of 100% (₹ 2,698.20 lakhs) has been created thereon. Accordingly, the net carrying value of loans is shown as Nil as at March 31, 2026 (Nil as at March 31, 2025).

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

8(e). OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposits		
Security deposits – considered good	-	90.66
	-	90.66
Less: provision for doubtful deposits	-	-
	-	90.66
Interest receivable	0.35	1.05
	0.35	**1.05**
Total Other financial assets	**0.35**	**91.71**

Note: Security deposits represent deposits given to various public authorities such as the departments of Sales Tax and VAT of different states and do not have any fixed maturity period. There is no security deposit outstanding as at March 31, 2026 (₹ 90.66 lakhs as at March 31, 2025).

9. CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax assets (net of provision of taxes)	20.71	243.00
Total Current tax assets (net)	**20.71**	**243.00**

10. OTHER CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Advances to suppliers of goods or services	11,221.43	825.05
Advances to staff	0.32	0.65
Balance with Statutory and Government authorities	27.68	37.12
Prepaid expenses	13.86	15.51
Total other current assets	**11,263.29**	**878.33**

Notes:

(i) Balance with statutory and government authorities includes amounts recoverable towards GST, customs duty and other indirect taxes from the respective authorities.

(ii) The company has not given any advances to directors or other officers of the Company or any of them either severally or jointly with any persons.

(iii) Advances to staff represent non-interest bearing advances given to employees by way of imprest.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

11. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised share capital:				
– Equity shares of ₹ 10 each	12,89,80,000	12,898.00	12,89,80,000	12,898.00
Total	**12,89,80,000**	**12,898.00**	**12,89,80,000**	**12,898.00**
(b) Issued equity share capital:				
– Equity shares of ₹ 10 each	8,86,88,783	8,868.88	8,72,52,991	8,725.30
Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**
(c) Subscribed equity share capital:				
– Equity shares of ₹ 10 each	8,86,88,783	8,868.88	8,72,52,991	8,725.30
Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**
(d) Paid up equity share capital:				
– Equity shares of ₹ 10 each subscribed and fully paid	8,72,52,991	8,725.30	8,58,57,191	8,585.72
– Issued during the year	14,35,792	143.58	13,95,800	139.58
Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**

(e) Terms/rights attached to equity shares

The company has issued only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed, if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

(f) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares of ₹ 10 each fully paid				
GRA Enterprises Pvt. Ltd.	3,87,38,500	43.68%	3,87,38,500	44.40%
Mr. Ashok Gupta	57,54,894	6.49%	57,54,894	6.60%
Mrs. Renu Gupta	71,06,111	8.01%	69,81,111	8.00%
Mr. Deepesh Gupta	52,86,029	5.96%	53,65,029	6.15%
Mr. Neetesh Gupta	52,14,607	5.88%	52,14,607	5.98%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownership of shares.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(g) Details of shareholding of promoters

Name of the shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% change during the year	No. of Shares	% change during the year
Equity shares of ₹ 10 each fully paid				
Mr. Ashok Gupta	57,54,894	(0.11%)	57,54,894	(0.10%)

12. OTHER EQUITY

	Amount
Securities premium (A)	
Balance as at April 01, 2024	110.51
Movement during the year	9,243.68
Balance as at March 31, 2025	**9,354.19**
Movement during the year	9,508.53
Balance as at March 31, 2026	**18,862.72**
General reserve (B)	
Balance as at April 01, 2024	260.93
Transfer from retained earnings	-
Balance as at March 31, 2025	**260.93**
Transfer from retained earnings	-
Balance as at March 31, 2026	**260.93**
Money received against share warrants (C)	
Balance as at April 01, 2024	-
Movement during the year	5,063.39
Balance as at March 31, 2025	**5,063.39**
Movement during the year	(2,413.03)
Balance as at March 31, 2026	**2,650.36**
Retained earnings (D)	
Balance as at April 01, 2024	33,275.63
Profit for the year	2,224.04
Add: Other comprehensive income, net of tax	5.49
Balance as at March 31, 2025	**35,505.16**
Profit for the year	2,061.04
Add: Other comprehensive income, net of tax	8.19
Balance as at March 31, 2026	**37,574.38**
Total other equity (A+B+C+D)	
Balance as at March 31, 2026	**59,348.39**
Balance as at March 31, 2025	**50,183.67**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Nature and purpose of reserves:

(a) **Retained Earnings:** Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(b) **Securities Premium:** The securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

(c) **General Reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes, as the same is created by transfer from one component of equity to another.

(d) **Money received against share warrants:** Money received against share warrants is a capital receipt shown under shareholders' funds, representing advance funds from warrant holders toward future equity share allotment upon exercise of the warrants.

13. LEASE LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
A) Non-current		
Lease liabilities	29.07	42.78
Total non-current lease liabilities	**29.07**	**42.78**
B) Current		
Lease liabilities	13.70	12.27
Total current lease liabilities	**13.70**	**12.27**

Note: For the information of lease liabilities and other disclosures see note 4.

14. PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Provision for employee benefits		
Provision for Leave Encashment	11.06	-
Provision for gratuity	-	9.58
Total non-current provisions	**11.06**	**9.58**
Current		
Provision for Leave Encashment	7.17	-
Provision for Interest on taxes *(refer note below)*	19.90	12.11
Total current provisions	**27.07**	**12.11**

Notes:

1) During the year ended March 31, 2026, the Company has recognised a provision for leave encashment for the first time amounting to ₹ 18.23 lakhs (₹ 11.06 lakhs under non-current provisions and ₹ 7.17 lakhs under current provisions), determined on the basis of actuarial valuation. No such provision was recognised as at March 31, 2025.

2) The provision for gratuity of ₹ 9.58 lakhs recognised as at March 31, 2025 has not been carried as a liability as at March 31, 2026, since the Company's defined benefit (gratuity) plan is in a net surplus

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

position as at the year end. Accordingly, the resultant net defined benefit asset of ₹ 4.10 lakhs has been recognised and disclosed under "Other non-current assets" (refer note 6).

3) Provision for interest on taxes includes interest on default in payment of advance tax (under sections 234B and 234C) on a provisional basis for the assessment year 2026-2027 in accordance with the measurement and disclosure requirements of Ind AS 12.

4) For the information of post employment benefits and other disclosures see note 32.

15. CURRENT TAX AND DEFERRED TAX

(i) Tax expense recognised in the Statement of Profit and Loss

Particulars	As at March 31, 2026	As at March 31, 2025
(A) Current Tax:		
– in respect of current year	510.26	932.30
– in respect of earlier years	30.37	-
(B) Deferred Tax:		
– in respect of current year	190.46	113.17
– in respect of earlier years	-	-
Total tax expense/(income) (A+B)	**731.09**	**1,045.47**

(ii) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting profit before tax from:		
Profit before tax as per the Statement of Profit and Loss	2,792.13	3,269.51
Income tax expense calculated at 25.168%	702.72	822.87
Tax effect of adjustments to reconcile expected income tax expense to reported		
Income tax for earlier years	30.37	-
Income tax impact on disallowances of items of permanent nature	17.65	19.73
Interest on income tax / TDS / MSME	5.01	19.59
Others	(24.66)	183.28
Income tax as per (i) above	**731.09**	**1,045.47**

(iii) Deferred tax expense/(income):

Particulars	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment and intangible assets	2.91	(25.26)
Post retirement benefits	1.14	0.45
Right of use Assets and Lease liabilities	0.39	0.81
Fair valuation of investments	(191.71)	(70.45)

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Provision For Doubtful Debts (ECL allowance)	(3.75)	(18.19)
Other temporary difference	(2.21)	(0.53)
Deferred tax expense/(income)	**(193.22)**	**(113.17)**

(iv) Movement in the deferred tax assets/(liabilities) (net):

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax (net)		
a. Deferred tax liabilities	(1,087.79)	(887.65)
b. Deferred tax assets	521.86	514.95
	(565.93)	**(372.70)**

Particulars	As at April 01, 2025	Recognised in profit and loss	As at March 31, 2026
Tax effect of items constituting deferred tax assets / (liabilities):			
Property, Plant and Equipment and Intangibles	(12.51)	2.91	(9.60)
Right of use Assets	(13.04)	3.48	(9.56)
Security Deposit (Building)	(0.27)	0.48	0.21
Prepaid Lease on Security Deposit	(0.26)	0.07	(0.19)
Provision for Doubtful Debts (ECL allowance)	4.17	(3.75)	0.42
Fair value changes of investments	(367.05)	(191.71)	(558.77)
Post retirement benefits	2.41	(1.61)	0.80
Lease Liabilities	13.85	(3.09)	10.77
Net Deferred Tax Asset / (Liabilities)	**(372.70)**	**(193.22)**	**(565.93)**

Particulars	As at April 01, 2024	Recognised in profit and loss	As at March 31, 2025
Tax effect of items constituting deferred tax assets / (liabilities):			
Property, Plant and Equipment and Intangibles	12.75	(25.26)	(12.51)
Right of use Assets	–	(13.04)	(13.04)
Security Deposit (Building)	–	(0.27)	(0.27)
Prepaid Lease on Security Deposit	–	(0.26)	(0.26)
Provision for Doubtful Debts (ECL allowance)	22.36	(18.19)	4.17
Fair value changes of investments	(296.61)	(70.45)	(367.05)
Post retirement benefits	1.96	0.45	2.41
Lease Liabilities	–	13.85	13.85
Net Deferred Tax Asset / (Liabilities)	**(259.53)**	**(113.17)**	**(372.70)**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(v) Reconciliation of deferred tax asset/(liability) (net):

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance as at April 01	**(372.70)**	**(259.53)**
Tax income/(expense) during the period recognised in profit or loss	(190.46)	(113.17)
Tax income/(expense) during the period recognised in OCI	(2.76)	-
Closing balance as at March 31	**(565.93)**	**(372.70)**

Note: During the years ended March 31, 2026 and March 31, 2025, the Company has not surrendered any transaction or disclosed it as income in the tax assessments under the Income Tax Act, 1961.

16(a).TRADE PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises *(refer note 33)*	-	1.86
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,657.79	16,989.39
Total trade payables	**2,657.79**	**16,991.25**

Particulars	As at March 31, 2026	As at March 31, 2025
Trade payables	2,657.79	16,991.25
Trade payables to related parties *(refer note 28)*	-	-
Total trade payables	**2,657.79**	**16,991.25**

Note: For Trade payable ageing **Refer Note 40**

16(b).OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Unclaimed dividend (refer note below)	11.99	12.01
Total other financial liabilities	**11.99**	**12.01**

Note: As at March 31, 2026, the Company has an outstanding liability towards unclaimed dividend amounting to ₹ 11.99 lakhs (₹ 12.01 lakhs as on March 31, 2025). The said amount represents dividends declared by the Company but not encashed by the shareholders within the statutory period. The Company has maintained a separate bank account for such unclaimed dividend amounts.

***Detailed information regarding the unclaimed dividends held with bank is provided below:**

Dividend year	As at March 31, 2026	As at March 31, 2025
2022–23	11.99	12.01
	11.99	**12.01**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

17. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Advances from customers	129.85	0.77
Taxes and other statutory dues payable	141.58	245.93
Other expenses payable	55.50	59.29
Total Other current liabilities	**326.93**	**305.99**

18. CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax liabilities (net of TDS and advance tax)	-	100.95
Total Other current liabilities	**-**	**100.95**

19. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products	72,397.61	59,068.25
Other operating income	11.43	84.80
Total revenue from operations	**72,409.04**	**59,153.05**
India	72,409.04	59,153.05
Outside India	-	-
Total revenue from operations	**72,409.04**	**59,153.05**
Timing of revenue recognition		
Goods transferred at a point in time	72,409.04	59,153.05
Services transferred over time	-	-
Total revenue from operations	**72,409.04**	**59,153.05**

20. OTHER INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest income	7.33	853.63
Foreign exchange gain	4.18	3.88
Liabilities no longer required written back	29.38	114.09
Reversal of provision for bad and doubtful debts	14.90	-
Bad debts recovered	-	2.42
Fair value gain on financial instruments at fair value through profit or loss	837.85	312.31
Net gain on disposal of property, plant and equipment	-	7.85
Profit from sale of investments	0.01	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Net gain on disposal of investment property	-	10.95
Lease equalisation income	0.26	0.30
Rental income	16.14	10.07
Miscellaneous income	-	0.60
Total other income	**910.05**	**1,316.10**

Notes:

1) Interest income for the year ended March 31, 2026 includes interest of ₹ 7.33 lakhs earned on deposits of the Company. For the previous year ended March 31, 2025, interest income included interest on loans granted to wholly owned subsidiaries, viz. Optiemus Electronics Limited (OEL) and GDN Enterprises Private Limited (GDN), and interest on refund of excess differential countervailing duty from the Customs Department, New Delhi.

2) Liabilities no longer required written back include ₹ 29.38 lakhs for the year ended March 31, 2026 (₹ 114.09 lakhs for the year ended March 31, 2025), being amounts written back in respect of balances which are no longer acknowledged as payable by the Company.

3) Fair value gain on financial instruments at fair value through profit or loss of ₹ 837.85 lakhs for the year ended March 31, 2026 (₹ 312.31 lakhs for the year ended March 31, 2025) relates to the fair valuation of investments **(refer note 5(a))**.

21. PURCHASE OF TRADED GOODS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchases	68,424.48	55,003.11
Total purchases	**68,424.48**	**55,003.11**

22. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories of traded goods at the beginning of the year **(refer note 7)**	7.13	88.52
Less: Inventories of traded goods at the end of the year **(refer note 7)**	(10.24)	(7.13)
Total Changes in inventories of stock-in-trade	**(3.11)**	**81.39**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

23. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	423.27	379.89
Director remuneration expense	90.00	90.00
Gratuity expense (refer note 32)	6.79	6.56
Leave encashment expense	18.23	-
Contribution to provident and other funds	7.52	7.65
Staff welfare expenses	26.31	25.19
Total employee benefits expense	**572.11**	**509.29**

Note: Director remuneration expenses incurred by the company are in accordance with section 197 of the Companies Act, 2013.

24. FINANCE COST

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Borrowing costs	1.61	7.21
Financial charges on lease, securities and duties	3.96	6.34
Interest on income tax	19.90	77.84
Total finance cost	**25.47**	**91.39**

Note: Interest on income tax includes interest on default in payment of advance tax (under sections 234B and 234C) on a provisional basis for the assessment year 2026–2027 in accordance with the measurement and disclosure requirements of Ind AS 12.

25. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 3)	3.34	9.38
Depreciation on right of use assets (refer note 4)	13.82	17.27
Total Depreciation and amortisation expense	**17.16**	**26.65**

26. OTHER EXPENSES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Direct expenses		
Clearing and forwarding charges	2.25	2.21
Customs and other duties	0.06	1.42
Freight inward	0.37	0.20

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Others		
Advertisement & marketing	61.35	54.95
Business promotion expenses	14.86	1.57
Research & development expenses	-	75.00
Incentive and commission expenses	0.32	0.36
Rent expenses	24.00	15.51
Communication expenses	2.67	2.64
Power and fuel expenses	2.05	3.70
Travelling and conveyance expenses	60.23	27.68
Insurance premium expenses	17.09	14.50
Rates and taxes expenses	132.78	94.83
Directors sitting fee	20.90	21.40
Bad debts written off	0.24	83.04
Provision for doubtful loans	-	674.55
Provision for diminution in value of investments or values written off	-	4.40
Provision for doubtful debtors	-	14.90
Irrecoverable Security Deposit Written Off	300.00	-
Legal and professional expenses	706.70	236.83
Freight and cartage outward expenses	18.13	21.37
Printing and stationery expenses	4.34	3.21
Repair and maintenance expenses	0.57	0.11
Computer repairs and maintenance	0.35	0.53
Software expenses	24.66	15.46
Housekeeping and other office maintenance expenses	1.23	0.63
Payment to auditors (refer note below)*	12.61	10.36
Donations	5.15	18.94
Corporate social responsibility expense	65.00	59.45
Festival expenses	-	12.95
Annual listing fees	9.98	14.11
Miscellaneous expenses	2.97	1.00
	1,490.85	**1,487.81**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

*** Payment to auditor**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
As auditors:		
Statutory audit fee	7.00	7.00
Tax audit fee	1.25	1.25
Limited reviews	1.50	1.50
In other capacities:		
Certification fee	2.55	0.30
Reimbursement of expenses	0.31	0.31
	12.61	**10.36**

27. EARNINGS PER SHARE (EPS)

Basic EPS amount is calculated by dividing the profit / (loss) for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted EPS amount is calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit attributable to equity shareholders	2,069.23	2,229.53
Weighted average number of equity shares used for computing EPS (basic)	8,80,35,784	8,60,56,045
Weighted average number of equity shares used for computing EPS (diluted)	8,96,12,792	8,64,85,266
Earnings per share		
- Basic	2.35	2.59
- Diluted	2.31	2.58

28. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Related parties where control exists	
Subsidiaries	Optiemus Electronics Limited
	Optiemus Infracom (Singapore) Pte Ltd
	FineMS Electronics Private Limited
	Troosol Enterprises Private Limited
	GDN Enterprises Private Limited

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Related parties where control exists	
	Bharat Innovative Glass Technologies Private Limited
	Optiemus Unmanned Systems Private Limited
	Optiemus Display Technology Private Limited (incorporated as subsidiary on July 22, 2025)
	Optiemus Vision Technology Private Limited (incorporated as subsidiary on July 22, 2025)
	Optiemus Micro Electronics Private Limited (incorporated as subsidiary on August 04, 2025)
	XO Ventures Private Limited (incorporated as subsidiary on October 15, 2025)
	The Factory Private Limited (incorporated as subsidiary on December 19, 2025)
Step Down Subsidiary	Optiemus Telecommunication Private Limited
Associate	Teleecare Network India Private Limited
Enterprises owned or significantly influenced by key management personnel or their relatives with whom transactions have taken place during the year/period	WIN Technology
	Skyweb Infotech Limited
	Mobiphone Network India Limited
	Ace Mobile Manufacturers Private Limited
	MPS Telecom Retail Private Limited
	G R A Enterprises Private Limited
	Insat Exports Private Limited
	South West Infra Designs Private Limited
	International Value Retail Private Limited
	Roots Network LLP
Board of Directors	Mr. Ashok Gupta – Executive Chairman & Whole-time Director
	Mr. Neetesh Gupta – Non Executive Director
	Mr. Naresh Kumar Jain – Independent Director#
	Ms. Ritu Goyal – Independent Director
	Mr. Gauri Shankar – Independent Director (appointed w.e.f. April 01, 2024)
	Mr. Rakesh Kumar Srivastava – Independent Director (appointed w.e.f. April 01, 2024)
	Mr. Vishal Rajpal – Independent Director (appointed w.e.f. October 28, 2025)
Key Managerial Personnel (KMP)	Mr. Vikas Chandra – Company Secretary
	Mr. Parveen Sharma – Chief Financial Officer

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Close members of Key managerial personnels	Person Name	Their relation
	Mr. Mukesh Kumar Gupta	Brother of Mr. Ashok Gupta
	Mr. Deepesh Gupta	Son of Mr. Ashok Gupta and Brother of Mr. Neetesh Gupta
	Mrs. Renu Gupta	Wife of Mr. Ashok Gupta and Mother of Mr. Neetesh Gupta

(i) Summary of transactions with above related parties are as follows:

Board of Directors, Key Managerial Personnel and their relatives*

Name	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Mr. Ashok Gupta	Remuneration	90.00	90.00
Mr. Vikas Chandra	Remuneration	21.06	21.04
Mr. Parveen Sharma	Remuneration	39.38	32.78
Mr. Mukesh Kumar Gupta	Rent expense	1.20	1.00
Mr. Vishal Rajpal	Sitting fees	1.90	-
Mr. Naresh Kumar Jain	Sitting fees	3.50	5.70
Ms. Ritu Goyal	Sitting fees	4.90	4.40
Mr. Gauri Shankar	Sitting fees	5.50	5.80
Mr. Rakesh Kumar Srivastava	Sitting fees	5.10	5.50

Other related parties

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Ace Mobile Manufacturers Private Limited	Sales of goods/ service (excluding GST)	174.48	1,833.12
MPS Telecom Retail Private Limited	Sales of goods/ service (excluding GST)	-	760.84
Skyweb Infotech Limited	Rental income	1.20	1.05
Optiemus Telecommunication Private Limited	Rental income	1.20	1.05
Bharat Innovative Glass Technologies Private Limited	Rental income	1.20	1.20
G R A Enterprises Private Limited	Rental income	1.20	1.20
MPS Telecom Retail Private Limited	Rental income	1.20	1.05
Optiemus Electronics Limited	Rental income	1.20	1.20
Insat Exports Private Limited	Rental income	1.20	1.20

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
South West Infra Designs Private Limited	Rental income	1.20	1.20
Optiemus Unmanned Systems Private Limited	Rental income	1.20	0.92
Roots Network LLP	Rental income	1.20	0.47
Mobiphone Network India Limited	Rental income	1.20	-
Optiemus Display Technology Private Limited	Rental income	0.80	-
Optiemus Micro Electronics Private Limited	Rental income	0.79	-
Optiemus Vision Technology Private Limited	Rental income	0.80	-
XO Ventures Private Limited	Rental income	0.55	-
Optiemus Electronics Limited	Rent expense	19.80	18.48
GDN Enterprises Private Limited	Rent expense	3.00	-
GDN Enterprises Private Limited	Other income	-	305.60
Optiemus Electronics Limited	Other income	-	245.10
Bharat Innovative Glass Technologies Private Limited	Reimbursement of expenses	-	619.75
Optiemus Unmanned Systems Private Limited	Reimbursement of expenses	18.71	57.53
Optiemus Electronics Limited	Reimbursement of expenses	59.52	28.35
GDN Enterprises Private Limited	Reimbursement of expenses	34.02	28.35
Teleecare Network India Private Limited	Purchases of goods (excluding GST)	-	13,970.01
International Value Retail Private Limited	Purchases of goods (excluding GST)	-	13,931.87
Optiemus Electronics Limited	Purchases of goods (excluding GST)	-	0.28
Skyweb Infotech Limited	Purchases of goods (excluding GST)	-	1,224.15
Optiemus Unmanned Systems Private Limited	Purchases of goods (excluding GST)	-	0.10
Ace Mobile Manufacturers Private Limited	Purchases of goods (excluding GST)	2.51	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Optiemus Electronics Limited	Loans repaid by the related party	-	9,724.00
GDN Enterprises Private Limited	Loans repaid by the related party	-	4,994.41
FineMS Electronics Private Limited	Advance from customer	-	(21.95)
Teleecare Network India Private Limited	Advance from customer	50.00	-
GDN Enterprises Private Limited	Advance from customer	16.73	-
Optiemus Electronics Limited	Advance from customer	160.00	-
Optiemus Unmanned Systems Private Limited	Advance to creditors	690.84	825.01
Ace Mobile Manufacturers Private Limited	Advance to creditors	3,698.89	-
GDN Enterprises Private Limited	Advance to creditors	16.73	-
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	(6.23)	6.23
Bharat Innovative Glass Technologies Private Limited	Advance given for acquisition	-	2,100.00
Bharat Innovative Glass Technologies Private Limited	Investment made	2,520.00	6,755.00
GDN Enterprises Private Limited	Investment made	6,686.40	8,506.00
Optiemus Electronics Limited	Investment made	770.00	11,101.10
Optiemus Unmanned Systems Private Limited	Investment made	240.00	10.00
Optiemus Display Technology Private Limited	Investment made	1.00	-
Optiemus Micro Electronics Private Limited	Investment made	1.00	-
Optiemus Vision Technology Private Limited	Investment made	1.00	-
XO Ventures Private Limited	Investment made	1.00	-
The Factory Private Limited	Investment made	0.65	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Summary of outstanding balances with above related parties are as follows:

Particulars	Nature of Transaction	Balance as on	
		March 31, 2026	March 31, 2025
Optiemus Telecommunication Private Limited	Trade receivables	-	0.35
G R A Enterprises Private Limited	Trade receivables	0.35	1.42
South West Infra Designs Private Limited	Trade receivables	-	1.42
Roots Network LLP	Trade receivables	-	0.47
Optiemus Unmanned Systems Private Limited	Trade receivables	-	0.35
Teleecare Network India Private Limited	Advance from customer	50.00	-
GDN Enterprises Private Limited	Advance from customer	16.73	-
Optiemus Electronics Limited	Advance from customer	129.54	-
Optiemus Unmanned Systems Private Limited	Advance to creditor	1,515.85	825.01
Ace Mobile Manufacturers Private Limited	Advance to creditor	3,698.89	-
Optiemus Unmanned Systems Private Limited	Reimbursement of Expenses	-	1.12
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	-	6.23
Bharat Innovative Glass Technologies Private Limited	Investment	11,386.48	6,766.48
GDN Enterprises Private Limited	Investment	16,447.59	9,761.19
Optiemus Electronics Limited	Investment	18,105.30	17,335.30
Optiemus Unmanned Systems Private Limited	Investment	250.00	10.00
Optiemus Display Technology Private Limited	Investment	1.00	-
Optiemus Micro Electronics Private Limited	Investment	1.00	-
Optiemus Vision Technology Private Limited	Investment	1.00	-
XO Ventures Private Limited	Investment	1.00	-
The Factory Private Limited	Investment	0.65	-

* The remuneration to key managerial personnel does not include the provisions made for gratuity, as they are determined on actuarial basis for the company as a whole.

Ceased to be an Independent Director of the Company upon completion of 2 (Two) consecutive terms of 5 (Five) years from the closure of business hours of October 27, 2025.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

29. RATIO ANALYSIS AND ITS ELEMENTS

Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025
(1) Current ratio	Current assets	Current liabilities	5.71	1.89
- % change from previous year			201.86%	
- Reason for change more than 25%			Refer note *1 below	
(2) Debt-equity ratio	Total debts	Shareholder's equity	-	-
- % change from previous year			-	
- Reason for change more than 25%			Not applicable	
(3) Debt service coverage ratio	Profit after tax+Interest & Non-cash operating expenses	Interest+ Principal repayment	50.44	20.97
- % change from previous year			140.52%	
- Reason for change more than 25%			Refer note *2 below	
(4) Return on equity (ROE)	Profit after tax	Average shareholder's equity	3.24%	4.40%
- % change from previous year			(26.27%)	
- Reason for change more than 25%			Refer note *3 below	
(5) Inventory turnover ratio	Cost of goods sold	Average Inventories	7,878.68	1,151.78
- % change from previous year			584.04%	
- Reason for change more than 25%			Refer note *4 below	
(6) Trade receivable turnover ratio	Revenue from operations	Average trade receivables	4.24	2.48
- % change from previous year			71.34%	
- Reason for change more than 25%			Refer note *5 below	
(7) Trade payable turnover ratio	Purchases of goods & services	Average trade payables	6.96	3.78
- % change from previous year			84.38%	
- Reason for change more than 25%			Refer note *6 below	

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025
(8) Net capital turnover ratio	Revenue from operations	Working capital (i.e. current assets-current liabilities)	5.06	3.80
- % change from previous year			33.03%	
- Reason for change more than 25%			Refer note *7 below	
(9) Net profit ratio	Profit after tax	Revenue from operations	2.85%	3.76%
- % change from previous year			(24.29%)	
- Reason for change more than 25%			Not Material	
(10) Return on capital employed (ROCE)	Earnings before interest & tax	Capital employed (i.e. net worth+total debt+deferred tax liability)	2.79%	3.65%
- % change from previous year			(23.50%)	
- Reason for change more than 25%			Not Material	
(11) Return on investment (%)	Income generated from invested funds	Average investments	3.02%	3.78%
- % change from previous year			(19.97%)	
- Reason for change more than 25%			Not Material	

Notes:

*1. Due to substantial decrease in current liabilities, there is a significant change in Current ratio.

*2. Due to substantial decrease in total interest and principal repayments, there is a significant change in Debt service coverage ratio.

*3. Due to increase in average shareholders' equity coupled with decrease in net profit after tax, there is a significant change in Return on equity ratio.

*4. Due to substantial decrease in average inventories, there is a significant change in Inventory turnover ratio.

*5. Due to increase in revenue from operations coupled with decrease in average trade receivables, there is a significant change in Trade receivable turnover ratio.

*6. Due to increase in purchases of goods & services coupled with decrease in average trade payables, there is a significant change in Trade payable turnover ratio.

*7. Due to increase in revenue from operations coupled with decrease in net working capital, there is a significant change in Net capital turnover ratio.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

30. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainties about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same is explained in Note No. 2.2.19.

Useful life of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. The policy for the same is explained in Note No. 2.2.6.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event if it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Defined Benefit Plans (Gratuity Benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note No. 32.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Carrying value and approximate fair values of financial instruments are same.

Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed price contracts. The use of percentage-of-completion method required the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting period. The policy for the same is explained in Note 2.2.4.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks : market risk, credit risk and liquidity risk. The primary market risk to the Company is foreign exchange risk. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Market Risk

The Company is exposed to foreign exchange risk through its sales and services outside India, and purchases and services from overseas suppliers in various foreign currencies. The exchange rate between the rupee and foreign currencies may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates / depreciates against these currencies.

The foreign currency risks from financial instruments as of March 31, 2026 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount
Export Receivable	USD	-	-
Advance given to vendor	USD	-	-

The foreign currency risks from financial instruments as of March 31, 2025 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount
Export Receivable	USD	-	-
Advance given to vendor	EURO	-	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Quantitative Information of Foreign Exchange Instruments Outstanding as at the Balance Sheet Date

The foreign currency risks from financial instruments as of March 31, 2026 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount
As on March 31, 2026	USD/EURO	Nil	Nil
As on March 31, 2025	USD/EURO	Nil	Nil
As on March 31, 2024	USD/EURO	Nil	Nil

Credit Risk

Credit risk refers to the risk of default in its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from unsecured trade receivables amounting to ₹ 5,620.07 Lakhs and ₹ 28,515.81 Lakhs as of March 31, 2026 and March 31, 2025 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located primarily in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings. Investments primarily include investment in deposits with banks.

Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

32. EMPLOYEE BENEFIT OBLIGATIONS

A. Defined Contribution Plan

Provident Fund and Other Funds : A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 and other acts to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contribution to provident fund and other funds		
a. Contribution to provident fund	6.45	6.96
b. Contribution to employee state insurance	1.06	0.69
	7.52	**7.65**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

B. Gratuity

The Company has a funded defined benefit gratuity plan.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Defined benefit obligation		
Balance as at the beginning of the year	76.64	76.67
Current service cost	6.79	6.55
Interest cost	5.17	5.56
Benefits paid	(10.62)	(6.83)
Remeasurement (gains)/losses in other comprehensive income	(10.54)	(5.31)
Balance as at the end of the year	**67.45**	**76.64**

(b) Reconciliation of the opening and closing balances of the fair value of plan assets

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Fair value of plan assets		
Balance as at beginning of the year	67.06	68.87
Expected return on plan assets	4.69	4.83
Actuarial gains and losses	0.42	0.18
Contributions by the employer	10.00	-
Benefits paid	(10.62)	(6.82)
Balance as at end of the year	**71.55**	**67.06**

The above mentioned plan assets are entirely represented by funds invested with Life Insurance Corporation (LIC) of India.

(c) Total expense recognised in profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2026
Current service cost	6.79	6.55
Interest cost	5.17	5.56
Expected return on plan assets	(4.69)	(4.83)
	7.27	**7.28**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(d) Total amount recognised in other comprehensive income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Experience losses/(gains) – obligations	(10.54)	(5.31)
Remeasurements on Liability	**(10.54)**	**(5.31)**
Return on plan assets, excluding interest income	(0.42)	(0.18)
Remeasurements on plan assets	**(0.42)**	**(0.18)**
Net remeasurements recognised in OCI	**(10.96)**	**(5.49)**

(e) Due to its defined benefit plans, the company is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk – The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(f) Principal actuarial assumptions used as at the end of the reporting period

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Discount rates	7.00%	6.75%
Expected rates of return on any plan assets	7.00%	6.75%
Expected rates of salary increase	6.00%	6.00%
Employee turnover		
Upto 30 years	10.00%	10.00%
From 31 to 44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%
Retirement age	60	60

(g) Sensitivity analysis of the defined benefit obligation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
a) Impact of the change in discount rate		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	64.62	73.99
Impact due to decrease of 1 %	70.60	79.59
b) Impact of the change in salary increase		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	70.60	79.59
Impact due to decrease of 1 %	64.57	73.95

- The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

demand in the employment market. However, no explicit allowance is used for disability. The above information is as certified by the actuary.

- Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for estimated term of the obligations.
- The sensitivity analysis above may not be representative of the actual change in the defined benefit obligation as it is unlikely that change in assumption would occur in isolation of one another as some assumptions may be correlated.
- The methods and type of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

C. Compensated absences

The provision for compensated absences covers the liability for earned leave as per actuarial valuation. The amount of provision recognised is ₹ 18.23 Lakhs (March 31, 2025 ₹ Nil).

Actuarial assumptions for compensated absences are as below

Particulars	March 31, 2026	March 31, 2025
Discounting rate	7.00 % per annum	-
Future increase salary	6.00 % per annum	-

Liability for compensated absences is recognised on the basis of actuarial valuation as per Projected Unit Credit Method

33. DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

There were no micro, small and medium enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year ended March 31, 2026. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Amount due and payable at the year end		
- Principal	-	1.86
- Interest on above Principal	-	-
Payment made during the year after due date		
- Principal	-	-
- Interest on above Principal	-	-
Interest due and payable for principal already paid	-	-
Total interest accrued and remained unpaid at year end	-	-

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

34. INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

(a) The company's investments in subsidiaries are as under:

Name of the subsidiaries	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
M/s Optiemus Infracom (Singapore) Pte Ltd.	Singapore	100.00%	100.00%	At cost
M/s Optiemus Electronics Limited	India	100.00%	100.00%	At cost
M/s GDN Enterprises Private Limited	India	100.00%	100.00%	At cost
M/s Troosol Enterprises Private Limited	India	60.00%	60.00%	At cost
M/s FineMS Electronics Private Limited	India	60.00%	60.00%	At cost
M/s Bharat Innovative Glass Technologies Private Limited	India	70.00%	70.00%	At cost
M/s Optiemus Unmanned Systems Private Limited	India	100.00%	100.00%	At cost
M/s Optiemus Display Technology Private Limited*	India	100.00%	Nil	At cost
M/s Optiemus Vision Technology Private Limited*	India	100.00%	Nil	At cost
M/s Optiemus Micro Electronics Private Limited*	India	100.00%	Nil	At cost
M/s XO Ventures Private Limited*	India	100.00%	Nil	At cost
M/s The Factory Private Limited*	India	65.00%	Nil	At cost

(b) The company's investment in associate is as under:

Name of the associate	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
M/s Teleecare Network India Private Limited	India	46.22%	46.22%	At FVTPL

(c) The company's investment in joint venture is as under:

Name of the Joint Venture	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
M/s WIN Technology	India	90.00%	90.00%	At FVTPL

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(d) The company's investment in step-down subsidiary is as under:

Name of the step-down subsidiary	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
M/s Optiemus Telecommunication Private Limited	India	74.00%	74.00%	At cost

* Incorporated during the year

35. COMMITMENTS AND CONTINGENCIES

a. Contingent liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Claims against the company not acknowledged as debts (refer detailed annexure)		
Indirect tax matters	1,067.06	946.26

Nature	Financial year	Year ended March 31, 2026	Year ended March 31, 2025
Sales Tax, Chandigarh	2014–15	1.62	1.62
Sales Tax Haryana	2013–14	–	20.41
Sales Tax Haryana	2014–15	–	5.09
Sales Tax Haryana	2015–16	–	7.45
Sales Tax Bihar	2011–12	29.19	29.19
Sales Tax Bihar	2012–13	9.75	9.75
Sales Tax Bihar	2013–14	7.46	7.46
Sales Tax Uttar Pradesh	2011–12	–	25.18
Sales Tax Uttar Pradesh	2013–14	44.51	44.51
Sales Tax Uttar Pradesh	2018–19	37.94	–
Sales Tax Karnataka	2014–15	2.90	2.90
Sales Tax Gujarat	2013–14	10.14	10.14
Sales Tax Gujarat	2014–15	185.37	185.37
Sales Tax Gujarat	2015–16	7.33	7.33
Sales Tax Maharashtra	2015–16	21.08	21.08
Sales Tax Kerala	2017–18	12.31	12.31
Sales Tax Madhya Pradesh	2015–16	53.00	53.00
Sales Tax Madhya Pradesh	2017–18	12.55	12.55
Sales Tax Delhi	2017–18	97.72	-
Sales Tax Delhi	2017–18	43.27	-
Service Tax	2014–18	490.92	490.92

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Note 1: On 1 February 2017, the Company entered into a License Agreement with BlackBerry Limited ("BlackBerry"). BlackBerry claims unpaid minimum software license fees of approximately US$22.52 million. In July 2024, BlackBerry filed a petition before the High Court of Justice, Business and Property Courts of England and Wales, seeking summary judgment against the Company. The Company opposed the petition on the basis that BlackBerry had not fulfilled certain contractual obligations, including the obligation to provide software for two devices per year over a five-year period in respect of the licenses for which payment is claimed. BlackBerry subsequently elected not to proceed with its summary judgment application.

On 19 December 2025, the High Court issued a judgment determining that BlackBerry's conduct amounted to an abuse of process and granted the Company permission to apply to the Court of Appeal to strike out BlackBerry's claim on those grounds. On 18 March 2026, the Company filed its defence and counterclaim against BlackBerry, with the counterclaim amounting to US$22.43 million.

Based on the current stage of the proceedings, the facts available and the external legal advice received, management believes that it is not probable that a material liability — whether in respect of the amount claimed or incidental legal costs, and whether arising through judgment or settlement — will arise from this matter. Accordingly, no provision has been recognised in these financial statements. The Company will continue to monitor developments and reassess its position as necessary.

Note 2: During the year, the Company has written back a trade payable amounting to ₹ 28.28 lakhs relating to M Monks Digital Media Private Limited, as management, based on the facts and circumstances existing at the reporting date, concluded that no present obligation existed warranting recognition of the liability in the books of account.

However, the matter remains under dispute between the parties and is subject to ongoing discussions and/or legal resolution, as applicable. The existence of any obligation, if at all, would be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

The above is being disclosed by way of a note to the financial statements for information purposes only, and the amount of ₹ 28.28 lakhs has not been recognised or disclosed as a contingent liability. The management believes that the ultimate outcome of the matter cannot presently be determined with reasonable certainty and, accordingly, no provision has been recognised in the financial statements.

b. Corporate guarantee

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2026	Year ended March 31, 2025
GDN Enterprises Private Limited Outstanding as on March 31, 2026 is ₹ 4,995.99 lakhs	IndusInd Bank Limited	Working Capital	5,290.00	5,290.00
GDN Enterprises Private Limited Outstanding as on March 31, 2026 is ₹ 1,934.68 lakhs	ICICI Bank Limited	Working Capital	2,500.00	2,500.00
Optiemus Electronics Limited Outstanding as on March 31, 2026 is ₹ 1,564.29 lakhs	Indusind Bank Limited	Working Capital	5,000.00	10,000.00

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2026	Year ended March 31, 2025
Optiemus Electronics Limited Outstanding as on March 31, 2026 is ₹ 3,244.34 lakhs	ICICI Bank Limited	Working Capital	5,000.00	5,000.00
Optiemus Electronics Limited Outstanding as on March 31, 2026 is ₹ 2,275 lakhs	CSB Bank Limited	Working Capital	3,550.00	3,550.00
Bharat Innovative Glass Technologies Private Limited Outstanding as on March 31, 2026 is ₹ 15,588.95 lakhs	State Bank of India	Working Capital & Capex	44,700.00	44,700.00
Optiemus Electronics Limited Outstanding is Not Applicable	Lianzhou Technologies Co. Ltd.	For Securing open credit arrangements for import of materials	4,500.00	-
Optiemus Electronics Limited Outstanding as on March 31, 2026 is ₹ 1,378.95.lakhs	Axis Bank Limited	Working Capital	3,000.00	-

(i) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/ authorities.

(ii) The company does not expect any reimbursements in respect of the above contingent liabilities.

(iii) The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required or disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its standalone financial statements.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

36. FAIR VALUE MEASUREMENTS

a. Break-up of financial instruments carried at fair value through profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Financial assets		
Investments	8,143.79	7,305.92
	8,143.79	**7,305.92**

b. Break-up of financial instruments carried at amortised costs

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Financial assets		
Loans	-	-
Trade receivables	5,620.07	28,515.81
Cash and cash equivalents	379.62	3,218.57
Bank balances other than cash and cash equivalents	54.05	32.87
Other financial assets	0.35	91.71
	6,054.09	**31,858.96**
Financial liabilities		
Trade payables	2,657.79	16,991.25
Other financial liabilities	11.99	12.01
	2,669.78	**17,003.26**

Carrying value and approximate fair values of financial instruments are same.

37. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013 ("the Act"), a Company, meeting the applicability threshold, needs to spend at least 2% of average net profits of the Company made during the three immediately preceeding financial years on Corporate Social Responsibility ('CSR') activities. The focus areas for CSR activities are identified as providing education, distribution of books and stationery and education & training to needy chilldren and focussing on health checkup,medical aid and sanitation activities. The Company has formed a CSR Committee in compliance with the provisions of the Act.

(i) The amount spent by the Company on CSR activates is as below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Gross amount required to be spent by the Company	64.22	59.45
Total (A)	**64.22**	**59.45**
B. Amount spent by the company:		
a. Expenditure/payments		
Vision Foundation	-	59.45
Nai Disha	65.00	-
Total	**65.00**	**59.45**
C. Shortfall/(excess) at the end of the year	**(0.78)**	**(0.00)**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Details of CSR expenditure under section 135(5) of the Act in respect of other than ongoing projects:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance as at the beginning of the year	**-**	**-**
Amount required to be spent during the period	64.22	59.45
Amount deposited in a specified fund of Schedule VII of the Act with in 6 months	-	-
Amount spent during the year	65.00	59.45
Shortfall/(excess) as at the closing of the year	**(0.78)**	**(0.00)**

(iii) Details of excess CSR expenditure under section 135(5) of the Act:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance excess spent as at the beginning of the year	**-**	**-**
Excess CSR expenditure incurred during the year	(0.78)	0.00
Excess CSR expenditure set off during the year	-	0.00
Shortfall/(excess) as at the closing of the year	**(0.78)**	**-**

Note: The Company has decided not to set off the excess CSR expenditure of ₹ 0.78 lakhs incurred during FY 2025–26 against the CSR obligation of any subsequent financial year, as permitted under the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

38. THE NEW LABOUR CODES RELATING TO EMPLOYEE BENEFITS

Pursuant to the notification issued by the Ministry of Labour and Employment, multiple existing labour legislations have been consolidated into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes' which became effective from November 21, 2025. The Company has assessed its employee benefit obligations in accordance with the revised definition of wages and concluded that no liability arises on the Company and the impact is NIL. The Ministry is in the process of notifying related rules to the New Labour Codes and impact of those, if any, will be evaluated and accounted for in the period in which they are notified.

39. OTHER STATUTORY INFORMATION

(i) In respect of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), the Company does not hold any such property as at the reporting date.

(ii) **Details of benami property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(iii) **Disclosure of transactions with struck off companies:** The company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the financial year.

(iv) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(v) Details of crypto currency or virtual currency: The company has not traded or invested in crypto currency or virtual currency during the respective financial years/period.

(vi) Utilization of borrowed funds and share premium: The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(vii) Utilization of borrowed funds and share premium: The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) Undisclosed income: The company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the relevant provisions of the Income Tax Act, 1961)

(ix) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(x) Compliance with approved scheme(s) of arrangements: The company does not have any scheme of arrangements which have been approved by the competent authority in terms of sections 230 to 237 of the Act.

(xi) Compliance with number of layers of companies: The company has complied with the number of layers prescribed under Section 2(87) of the Act read with the Companies (Restriction on Number of Layers) Rules, 2017.

(xii) Security of current assets against borrowings: The company has neither been sanctioned nor has availed any borrowings on the security of its current assets during the current reporting period. Hence, reporting under this clause is not applicable.

(xiii) Audit Trail: Ministry of Corporate Affairs (MCA) vide its notification number G.S.R. 206(E) dated March 24, 2021 (amended from time to time) in reference to the proviso to Rule 3 (1) of the Companies (Accounts) Amendment Rules, 2021, introduced the requirement, where a company used an accounting software, of only using such accounting software w.e.f April 01, 2023 which has a feature of recording audit trail of each and every transaction.

The Company has assessed all of its IT applications including supporting applications considering the guidance provided in "Implementation guide on reporting on audit trail under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 edition)" issued by the Institute of Chartered Accounts of India in February 2024, and identified applications that are relevant for maintaining books of accounts.

The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

40. TRADE PAYABLES AGEING

Particulars	As at March 31, 2026					
	Outstanding for the following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	2,657.79	-	-	-	2,657.79
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
	-	**2,657.79**	**-**	**-**	**-**	**2,657.79**

Particulars	As at March 31, 2025					
	Outstanding for the following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1.86	-	-	-	1.86
(ii) Others	-	16,961.02	0.08	-	-	16,961.10
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	28.29	-	-	-	28.29
	-	**16,991.17**	**0.08**	**-**	**-**	**16,991.25**

Notes:

- The amounts are unsecured and non – interest bearing and are usually on varying trade terms.
- Identification of Micro and Small Enterprises is on the basis of intimation received from vendors.
- Details of dues to micro, small and medium enterprises as defined under MSMED Act, 2006.

41. TRADE RECEIVABLES AGEING

Particulars	As at March 31, 2026					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	5,620.08	-	-	-	-	5,620.08
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade receivables- credit impaired	-	-	-	-	1.67	1.67
	5,620.08	**-**	**-**	**-**	**1.67**	**5,621.75**
Less: Allowance for credit losses	(0.00)	-	-	-	(1.67)	(1.68)
Net Trade Receivables	**5,620.07**	**-**	**-**	**-**	**-**	**5,620.07**

NOTES TO STANDALONE IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025					
	Less than 6 months	**6 months – 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	28,529.26	1.42	-	-	-	28,530.68
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade receivables - credit impaired	-	-	0.03	1.67	-	1.70
	28,529.26	**1.42**	**0.03**	**1.67**	**-**	**28,532.38**
Less: Allowance for credit losses	(14.80)	(0.07)	(0.03)	(1.67)		
Net Trade Receivables	**28,514.46**	**1.35**	**-**	**-**	**-**	**28,515.81**

- No Trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

42. The figures have been rounded off to the nearest lakhs of rupees. The figure 0.00 wherever stated represents value less than ₹ 50,000/-.

43. There are no subsequent event observed after the reporting period which have material impact on the Company's operation.

44. Figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

45. Note No.1 to 44 form integral part of the Balance Sheet and Statement of Profit and Loss.

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

INDEPENDENT AUDITORS' REPORT

To the Members of Optiemus Infracom Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Optiemus Infracom Limited** (herein after referred as "the Holding company"), its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group") and its associates which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financials statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, their consolidated profit including other consolidated comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. We have determined that there are no key audit matters to communicate in our audit report.

Other Information

The Holding Group's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Group's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated Ind AS financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Group, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to

continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

1. The accompanying Statement includes audited and unaudited financial results and other financial information of subsidiaries, whose financial results reflect Group's share total assets of ₹ 1,11,091.44 Lakhs as at March 31, 2026 and total revenues of ₹ 34,975.94 Lakhs and ₹ 1,04,419.56 Lakhs, total net profit after tax of ₹ 15.47 Lakhs and ₹ 3,548.54 Lakhs, total comprehensive income of ₹ (95.09) Lakhs and ₹ 3,559.78 Lakhs for the quarter and year ended March 31, 2026 respectively. These financial results have/ haven't* been audited by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of such auditors.

*The audited financial statements of Bharat Innovative Glass Technologies Pvt Ltd., a subsidiary included in the consolidated financial statements, were not made available to us for the previous year as well as the current year. Accordingly, our review of the financial information of the said subsidiary included in the consolidated financial statements was limited to the information made available to us by the management.

One of the Subsidiary "Optiemus Infracom (Singapore) Pte. Limited" is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country. The Holding Company's management has converted the financial statements of subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of subsidiary located outside India is based on the report of other auditor and conversion prepared by the management of the Holding Company and checked by us.

The consolidated financial results also include the Group's share of the net profit of ₹ 1,386.06 Lakhs and ₹ 1,444.43 Lakhs for the quarter and year ended March 31, 2026 respectively, in respect of Associates. These financial statements/financial information have been audited by other auditors whose report have been furnished to us, and our opinion on the consolidated annual financial results to the extent they have been derived from such annual financial statements is based solely on the report of such auditor.

2. In respect of wholly owned subsidiary i.e. M/s Optiemus Electronics Limited, the auditor has included under "Other matter" paragraph in its audit report dated May 27, 2026, regarding the non-confirmation of certain party balances. These balances have been recorded at their book values in the absence of confirmations. Consequently, any adjustments, if required, will be accounted for upon settlement, reconciliation, or finalization of these balances with the respective parties.

3. In respect of wholly owned subsidiary i.e. M/s Optiemus Electronics Limited, the auditor has included under "Other matter" paragraph in its audit report dated May 27, 2026, the company maintains its books of account in an ERP system which does not have a standard module for directly providing details of closing inventory and its valuation. However, they have carried out a physical verification of inventory on a sample basis and did not observe any material discrepancies in quantities. For the purpose of reporting as at March 31, 2026, they have placed reliance on the management's physical verification of 100% of the inventory in respect of both quantity and valuation.

4. In respect of wholly owned subsidiary i.e. M/s Optiemus Unmanned Systems Private Limited, the auditor has included under "Other matter" paragraph in its audit report dated May 27, 2026, the closing inventory has been taken into consideration on the basis of physical verification and valuation undertaken by the Management, together with the records, explanations and representations made available to them during the course of audit. They have carried out such audit procedures as were considered appropriate in the circumstances, including cut-off procedures and sample-based test checks, and no material discrepancy has come to our attention. Accordingly, reliance has been placed on the Management's verification and valuation of inventory.

5. In respect of a subsidiary i.e. M/s GDN Enterprises Private Limited, the auditor has included under "Other matter" paragraph in its audit report dated May 27, 2026, the Company maintains its books of account in an Enterprise Resource Planning (ERP) system which does not have a standard module for directly generating details of closing inventory and its valuation as at March 31, 2026. In the absence of a system-generated inventory report, they have performed cut-off procedures and conducted physical verification of inventory on a sample basis and did not observe any material discrepancies in quantities. For the purpose of reporting as at March 31, 2026, they have placed reliance on the management's physical verification of 100% of the inventory in respect of both quantity and valuation.

6. In respect of a subsidiary i.e. M/s GDN Enterprises Private Limited, the auditor has included under "Other matter" paragraph in its audit report dated May 27, 2026, regarding the balance confirmation from certain trade receivables, trade payables, loans and advances as at March 31, 2026 were not available. Such balances have been recorded at their carrying amounts as per the books of accounts of the Company. For other parties, confirmations were obtained and reconciled, and no material discrepancies were noted. Consequently, any adjustments, if required, will be accounted for upon settlement, reconciliation, or finalization of these balances with the respective parties.

7. The audit report of one of the group entities i.e. M/s FineMs Electronics Private Limited dated May 16, 2026 contains a Material Uncertainty Related to Going Concern paragraph. The opinion of the respective auditor on the standalone financial statements of that entity is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.

c) The consolidated balance Sheet, the consolidated Statement of Profit and Loss including consolidated other Comprehensive Income, consolidated statement of Changes in Equity and the consolidated statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors of the Holding Group and its subsidiaries incorporated in India and the reports of the statutory auditors of the subsidiary companies incorporated in India, none of the directors of the Group is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Group and its subsidiaries, associate, refer to our separate Report in **"Annexure A"** which is based on the auditor's reports of the Holding Group and its subsidiary companies incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Group, its subsidiaries and associate to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Consolidated Ind AS financial statement disclosed the impact of pending litigations on the consolidated financial position of the Group.

ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. The Holding Group, its subsidiaries and associate is not required to transfer any amount to the Investor Education and Protection Fund.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The group has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013.

vi. Based on our examination and that of the component auditors, which included test checks, the Group has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year (except for wholly owned subsidiary i.e. M/s Optiemus Electronics Limited in respect of which audit trail was not active throughout the year) for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the central government in terms of Section 143(11) of the Act, we give "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 26094072CODETF3756

Place: Noida, Uttar Pradesh
Date: May 30, 2026

Annexure "A" To the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Optiemus Infracom Limited of even date)

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

We have audited the internal financial controls over financial reporting of Optiemus Infracom Limited ("the Holding Group") which includes its subsidiaries and associate as of March 31, 2026, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Group, its subsidiary companies and associate, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Group and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally

accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Group, its subsidiary companies and associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company, insofar as it relates to the subsidiary, is based on the corresponding report of the auditors of such subsidiary.

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 26094072CODETF3756

Place: Noida, Uttar Pradesh
Date: May 30, 2026

Annexure "B" To the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Optiemus Infracom Limited of even date)

To the best of our information and according to the explanations provided to us by the company and the books of accounts and records examined by us in the normal course of audit, we state that:

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, based on the CARO report issued by us for the company and CARO reports issued by other auditors of the subsidiary companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 26094072CODETF3756

Place: Noida, Uttar Pradesh
Date: May 30, 2026

CONSOLIDATED BALANCE SHEET

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March, 31, 2025
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	3(a)	15,793.04	14,157.07
(b) Capital work in progress	4	30,034.47	2,391.74
(d) Right of use Assets	5	8,900.18	9,390.96
(e) Goodwill		5,753.23	5,753.23
(f) Other Intangible assets	3 (b)	18.28	18.40
(g) Financial assets	6		
(i) Investments	6 (a)	8,749.04	6,466.74
(ii) Loans	6 (b)	52.15	52.15
(iii) Other financial assets	6 (c)	793.33	1,014.29
(h) Deferred tax assets	7	425.74	363.14
(i) Other non-current assets	8	5,665.39	7,662.86
Total non-current assets (A)		**76,184.85**	**47,270.58**
B. Current assets			
(a) Inventories	9	31,448.20	24,417.20
(b) Financial assets	10		
(i) Trade receivables	10 (a)	29,760.48	59,993.44
(ii) Cash and cash equivalents	10 (b)	3,186.01	14,433.64
(iii) Bank balances other than (ii) above	10 (c)	995.45	145.77
(iv) Loans	10 (d)	–	–
(v) Other financial assets	10 (e)	183.45	274.49
(c) Current tax assets	11	38.03	457.11
(d) Other current assets	12	42,020.30	8,065.93
Total current assets (B)		**1,07,631.92**	**1,07,787.58**
Total assets (A+B)		**1,83,816.77**	**1,55,058.16**
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	13	8,868.88	8,725.30
(b) Other equity	14 (a)	68,795.29	57,804.20
Equity attributable to owners of the company		**77,664.17**	**66,529.50**
Non controlling interest	14 (b)	4,537.57	2,784.83
Total equity (A)		**82,201.74**	**69,314.33**

CONSOLIDATED BALANCE SHEET

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March, 31, 2025
Liabilities			
B. Non-current liabilities			
(a) Financial liabilities	15		
(i) Borrowings	15 (a)	20,069.89	6,625.14
(ii) Lease liabilities	15 (b)	5,775.55	6,234.95
(iii) Other financial liabilities	15 (c)	602.41	442.95
(b) Provisions	16	99.27	81.53
(c) Deferred tax liabilities	7	816.87	372.71
Total non-current liabilities (B)		**27,363.99**	**13,757.28**
C. Current liabilities			
(a) Financial liabilities	17		
(i) Borrowings	17 (a)	10,594.97	6,308.27
(ii) Lease liabilities	15 (b)	841.80	585.96
(iii) Trade payables	17 (b)		
– total outstanding dues of micro enterprises and small enterprises		1,260.81	605.99
– total outstanding dues of creditors other than micro enterprises and small enterprises		50,340.09	60,153.88
(iv) Other financial liabilities	17 (c)	4,296.19	904.25
(b) Other current liabilities	18	3,809.33	2,206.44
(c) Provisions	19	1,164.38	573.47
(d) Current tax liabilities	20	1,943.47	648.29
Total current liabilities (C)		**74,251.04**	**71,986.55**
Total liabilities (B+C)		**1,01,615.03**	**85,743.84**
Total equity and liabilities (A+B+C)		**1,83,816.77**	**1,55,058.16**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

	Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
A	**Income**			
	Revenue from operations	21	1,76,861.76	1,88,999.68
	Other income	22	2,594.18	1,728.42
	Total income (A)		**1,79,455.94**	**1,90,728.10**
B	**Expenses**			
	Cost of materials consumed	23	60,000.79	1,02,498.59
	Purchase of traded goods	24	96,306.62	63,773.65
	Changes in inventories of finished goods, traded goods and work in progress	25	(1,562.03)	(693.37)
	Employee benefits expense	26	5,939.91	6,082.39
	Finance costs	27	2,308.00	3,003.01
	Depreciation and amortisation expenses	28	2,434.42	2,238.33
	Other expenses	29	6,406.11	6,491.37
	Total expenses (B)		**1,71,833.82**	**1,83,393.97**
C	**Profit/(Loss) before share of (profit)/loss of an associate and tax (A-B)**		**7,622.12**	**7,334.13**
D	Share of profit/(loss) of an associate		1,444.44	333.60
E	**Profit/(Loss) before exceptional items and tax (C+D)**		**9,066.56**	**7,667.73**
F	Exceptional Items		–	–
G	**Profit /(loss) before tax (E-F)**		**9,066.56**	**7,667.73**
H	**Tax expense:**	7		
	(a) Current Tax		(1,882.71)	(1,684.74)
	(b) Adjustment of tax related to earlier years		(206.84)	90.89
	(c) Deferred Tax		(375.59)	259.13
	Total tax expense		**(2,465.14)**	**(1,334.72)**
I	**Profit /(loss) for the year (G+H)**		**6,601.42**	**6,333.01**
J	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss		25.40	10.89
	Income tax relating to items that will not be reclassified to profit or loss		(5.97)	(1.63)
	Total other comprehensive income for the year (net of tax)		**19.43**	**9.26**
K	**Total comprehensive income for the year (I+J)**		**6,620.85**	**6,342.27**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

	Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
L	**Earnings per equity share (EPS)**	30		
	Basic (in ₹)		7.52	7.37
	Diluted (in ₹)		7.39	7.33
	Face value per share (in ₹)		10.00	10.00

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before tax	**9,066.55**	**7,667.73**
	Adjustments to reconcile profit before tax to net cash flows:		
	Depreciation of property, plant and equipment	1,659.07	1,509.87
	Depreciation of right of use assets	770.23	724.72
	Amortisation of intangible assets	5.12	3.74
	Interest expenses on financial liabilities measured at amortised cost	2,308.00	3,003.01
	Interest income	(600.69)	(393.86)
	(Profit)/ Loss on sale of non current/current investments	(2.56)	(7.85)
	Fair value gain on financial instruments at fair value through profit or loss	(837.85)	(312.31)
	Provision for diminution in value of investments or investments written off	–	4.40
	Provision on legal liabilities	–	55.07
	Provision on doubtful advances	169.26	1.08
	Provision on doubtful loans	–	674.55
	Unbilled Revenue	(794.73)	(791.89)
	Provision of gratuity made	43.39	40.47
	Provision of leave encashment	23.13	–
	Irrecoverable balances written off/ back (net)	383.30	287.42
	Expected credit loss allowance on trade receivables	147.93	115.16
	Foreign exchange loss/(gain)	795.65	(70.02)
	Share of (profit)/ loss of associate	(1,444.44)	(333.60)
	Exchange differences in translating the financial statements of a foreign Subsidiary	50.69	3.67
	Gain on disposal of Investment Property	–	(10.96)
	Gain on disposal of property, plant and equipment (net)	–	(7.85)
	Operating profit before working capital changes	**11,742.05**	**12,162.55**
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	(7,030.99)	9,276.12
	Trade receivables	30,085.02	(12,260.64)
	Other current financial assets	91.03	4,456.97
	Other non current financial assets	(162.34)	(100.57)
	Other current assets	(33,328.89)	2,273.36
	Other non current assets	1,997.48	(5,576.34)
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade payables	(9,954.62)	(9,673.50)
	Other current financial liabilities	3,391.94	(365.17)
	Other non current financial liabilities	159.46	54.22
	Other current liabilities	1,602.89	(233.68)
	Non current provisions	(23.38)	0.04
	Current provisions	590.91	435.48
	Cash generated from operations	**(839.44)**	**448.84**
	Income Tax Paid	(375.27)	(1,702.69)
	Net cash flow generated from operating activities (A)	**(1,214.71)**	**(1,253.85)**

CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
B	**Cash flow from investing activities**		
	Payment for property, plant and equipment, capital work in progress, intangible assets and intangible asset under development	(30,953.94)	(3,893.59)
	Proceeds from sale of property, plant and equipment and investment property	13.72	25.00
	Right of use asset (ROU)	(279.45)	(4,434.78)
	Loans given/received back	–	18.86
	Purchase/proceeds from investments	(0.01)	7.85
	Interest received	600.69	393.86
	Proceeds from fixed deposits with original maturities more than 3 months (net)	(849.68)	(64.45)
	Acquisition of share of non – controlling interest	1,980.35	2,895.00
	Net cash flow generated from/(used in) investing activities (B)	**(29,488.32)**	**(5,052.25)**
C	**Cash flow from financing activities**		
	Issue of Equity share capital	143.58	139.58
	Proceeds from / (repayment) of term loans	13,444.75	4,652.05
	Issue of equity share warrants	(2,413.03)	5,063.39
	Share application money proceeds, pending allotment	(3,003.57)	3,003.57
	Proceeds from / (repayment) of short-term borrowings (net)	4,286.70	(2,589.53)
	Lease Liability	(203.56)	1,306.01
	Finance costs paid	(2,308.00)	(3,003.01)
	Proceeds from security premium on issuance of share capital	9,508.53	9,243.69
	Net cash flow generated from/(used in) financing activities (C)	**19,455.40**	**17,815.75**
	Net (decrease)/increase in cash and cash equivalents [(A)+(B)+(C)]	**(11,247.63)**	**11,509.65**
	Cash and cash equivalents at the beginning of the year	14,433.64	2,923.99
	Cash and cash equivalents at the end of the year	**3,186.01**	**14,433.64**
	Components of cash and cash equivalents		
	Balances with banks in current accounts	0.82	1.14
	Cash on hand	3,185.19	14,432.50
		3,186.01	**14,433.64**

Notes:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in IND AS-7, "Statement of Cash Flows".
2. Figures in brackets indicate cash outflow.
3. Figures for the previous year have been regrouped wherever considered necessary.
4. Current taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Share capital		Reserves and surplus				Items of OCI		Money received against share warrants	Share application money pending allotment	Total	Non-Controlling Interest	Total equity
	No. of shares	Amount	General reserve	Security Premium Reserve	Capital Reserve	Retained earnings	FVTOCI	Foreign Currency Translation Reserve (FCTR)					
As at April 01, 2024	**8,58,57,191**	**8,585.72**	**261.00**	**110.51**	**3,562.00**	**30,155.59**	**(157.92)**	**126.27**	**-**	**-**	**34,061.76**	**(24.32)**	**34,037.44**
Issue of equity shares	13,95,800	139.58	-	9,243.69	-	-	-	-	-	-	9,243.69	-	9,243.69
Profit for the year	-	-	-	-	-	6,418.87	-	-	-	-	6,418.87	2,809.15	9,228.02
Other comprehensive income	-	-	-	-	-	-	9.26	3.67	-	-	12.93	-	12.93
Issue of share warrants	-	-	-	-	-	-	-	-	5,063.39	-	5,063.39	-	5,063.39
Share application money pending allotment	-	-	-	-	-	-	-	-	-	3,003.57	3,003.57	-	3,003.57
As at April 01, 2025	**8,72,52,991**	**8,725.30**	**261.00**	**9,354.20**	**3,562.00**	**36,574.46**	**(148.66)**	**129.94**	**5,063.39**	**3,003.57**	**57,804.20**	**2,784.83**	**60,589.04**
Issue of equity shares	14,35,792	143.58	-	9,508.53	-	-	-	-	-	-	9,508.53	-	9,508.53
Profit for the year	-	-	-	-	-	6,829.04	-	-	-	-	6,829.04	1,752.74	8,581.77
Other comprehensive income	-	-	-	-	-	-	19.43	50.69	-	-	70.12	-	70.12
Issue of share warrants	-	-	-	-	-	-	-	-	(2,413.03)	-	(2,413.03)	-	(2,413.03)
Share application money pending allotment	-	-	-	-	-	-	-	-	-	(3,003.57)	(3,003.57)	-	(3,003.57)
As at March 31, 2026	**8,86,88,783**	**8,868.88**	**261.00**	**18,862.73**	**3,562.00**	**43,403.50**	**(129.22)**	**180.63**	**2,650.36**	**-**	**68,795.29**	**4,537.57**	**73,332.88**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

1. Corporate Information

Optiemus Infracom Limited ("the Company" or "Optiemus") is a public company incorporated on June 17, 1993; equity shares of the company are listed on Bombay Stock Exchange and National Stock Exchange. The Company is primarily engaged in the trading and distribution of electronic goods. The company is a public limited company incorporated and domiciled in India and has its registered office at New Delhi.

Optiemus together with its subsidiaries and associates is hereinafter referred to as "the Group".

The Group is primarily engaged in the trading and manufacturing of electronics goods. Manufacturing is majorly restricted for third party brands.

The Group's consolidated financial statements are approved for issue by the Company's Board of Directors on May 30, 2026.

2. Material Accounting Policies

2.1 Basis of Preparation

Group consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Holding Company, its controlled subsidiaries and associate as disclosed in Note 37. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the group companies are consolidated on a line-by-line basis and intra group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Holding company, are excluded.

2.2 Summary of Material Accounting Policies

2.2.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

2.2.2 Classification of Assets and Liabilities as Current or Non-Current

The Group presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle, or
- held primarily for the purpose of trading, or
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

a liability for at least twelve months after the reporting period.

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle, or
- it is held primarily for the purpose of trading, or
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2.3 Business combination and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2016. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate. Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

2.2.4 Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence is similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method.

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognizes the loss as 'Share of profit of an associate' in the statement of profit or loss.

Upon loss of significant influence over the associate over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

2.2.5 Revenue Recognition

The Group derives revenues primarily from sale of mobile handsets and mobile accessories and job work for third parties.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognised

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

based on time elapsed mode and revenue is straight lined over the period of performance.

- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Group disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Use of significant judgements in revenue recognition

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Group uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

2.2.6 Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension) but does not consider the expected credit losses, interest income is included in other income in the consolidated financial statement of profit and loss.

2.2.7 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and accumulated impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using written down value method.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Depreciation is provided for property, plant and equipment on written down value basis so as to expense the written down value over their estimated useful lives based on

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a technical evaluation. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives are as mentioned below:

Type of Asset	Useful Lives
Buildings & Leasehold Improvements	10 – 60 years
Plant & Equipment	12 – 15 years
Computer Equipment	3 years
Vehicles	8 – 10 years
Office Equipment	5 years
Furniture and Fixtures	10 years

Property, plant and equipment under construction is recorded as capital work-in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

2.2.8 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Research and Development (R&D)

It involves specific guidelines for recognizing, measuring, and disclosing research and development costs as per the guidance of Ind AS -38 Intangible asset. Key aspects of the policy are:

a) Research Phase

Expenditure on research (or on the research phase of an internal project)

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shall be recognized as an expense when it is incurred. Research costs cannot be capitalized as an intangible asset. Research activities are original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding.

b) Development Phase

An intangible asset arising from the development (or from the development phase of an internal project) shall be recognized if, and only if, an entity can demonstrate all of the following:

1. **Technical Feasibility:** The technical feasibility of completing the intangible asset so that it will be available for use or sale.
2. **Intention to Complete:** The intention to complete the intangible asset and use or sell it.
3. **Ability to Use or Sell:** The ability to use or sell the intangible asset.
4. **Future Economic Benefits:** How the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.
5. **Availability of Resources:** The availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset.
6. **Ability to Measure Expenditure Reliably:** The ability to measure reliably the expenditure attributable to the intangible asset during its development.

If these conditions are not met, development expenditure should be recognized as an expense when it is incurred.

2.2.9 Investment Property

Recognition and Measurement

Investment properties are properties (land or buildings or both) held to earn rentals or for capital appreciation or both, rather than for:

- Use in the production or supply of goods or services or for administrative purposes, or
- Sale in the ordinary course of business.

Investment properties are measured initially at cost, including transaction costs. The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure (such as professional fees for legal services, property transfer taxes, and other transaction costs).

Subsequent Measurement

After initial recognition, investment properties are measured at cost less accumulated depreciation (if any) and any accumulated impairment losses (if any). The Group uses the cost model for subsequent measurement as prescribed by Ind AS 40.

Depreciation

Depreciation on investment property is provided on a straight-line basis over the estimated useful life. The useful lives and residual values are reviewed at each reporting date and adjusted, if necessary. The useful life of buildings is determined based on the period over which they are expected to be available for use by the Group.

Transfers

Transfers to or from investment property are made when, and only when, there is a change in use, evidenced by:

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- Commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- Commencement of development with a view to sale, for a transfer from investment property to inventories;
- End of owner-occupation, for a transfer from owner-occupied property to investment property; or
- Commencement of an operating lease to another party, for a transfer from inventories to investment property.

Disposal

An investment property is derecognized on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Fair Value Disclosure

The fair value of investment properties in the financial statements (based on valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued) for the fair value disclosure as encouraged by Ind AS 40 has not been undertaken by the group.

Impairment

The Group assesses at each reporting date whether there is any indication that an investment property may be impaired. If any such indication exists, the Group estimates the recoverable amount of the investment property. An impairment loss is recognized for the amount by which the carrying amount of the investment property exceeds its recoverable amount.

Presentation and Disclosure

Investment properties are presented as a separate line item in the balance sheet. Detailed disclosures about investment properties are made in accordance with Ind AS 40, including the amounts recognized in profit or loss, restrictions on the realizability of investment property, and contractual obligations to purchase, construct, or develop investment properties or for repairs, maintenance, or enhancements.

2.2.10 Impairment of Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the

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Group's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

2.2.11 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Group has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss. The Group has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets at amortised cost

This category is the most relevant to the Group. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised

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in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either the Group has transferred substantially all the risks and rewards of the asset or transferred control of the asset.

Impairment of Financial Assets

The objective of the Group in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Group recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. For Trade receivables the Group always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a Group of debtors is experiencing

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significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a Group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Group measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Group has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS-109 are satisfied. The Group has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Group. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

2.2.12 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.2.13 Leases

Group as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and

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remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, and the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments; the lease liability is measured at amortised cost using the effective interest method.

The Group has used number of practical expedients when applying Ind AS 116: – Short-term leases, leases of low-value assets and single discount rate.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Group applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Group's leases mainly comprise land and buildings and Plant and equipment. The Group leases land and buildings for warehouse facilities. The Group also has leases for equipment.

Group as lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

2.2.14 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.2.15 Provisions

General Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement

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of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.2.16 Employee Benefits

Employee benefits are all forms of consideration given by the Group in exchange for service rendered by employees. Employee benefits include: short-term employee benefits, post-employment benefits and other long-term employee benefits

Short Term Employee Benefits

When an employee has rendered service to the Group during an accounting period, the Group recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the Group recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The Group operates funded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises

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from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

2.2.17 Employee Stock Option Plan (ESOP)

The group recognizes compensation expense relating to share-based payments in the net profit based on estimated fair-values of the awards on the grant date. The estimated fair value of awards is recognized as an expense in the statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

2.2.18 Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The group declares and pays dividends in Indian Rupees. The group is required to pay/ distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

2.2.19 Foreign Currencies

The Group's financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

Foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into (₹) at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

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Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

2.2.20 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

2.2.21 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i. **Raw materials and Stores and spares:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

ii. **Finished goods and work in progress:** Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

iii. **Traded goods:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.2.22 Segment Reporting

Identification of segments

The Group's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/ services. The Group operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative

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contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

2.2.23 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.2.24 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.3 Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new Indian Accounting Standards or amendments to the existing Indian Accounting Standards. There is no such notification by MCA in this regard which would have been applicable on the group for the year ended March 31, 2026.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

3(A) PROPERTY, PLANT AND EQUIPMENT (PPE)

Particulars	Land	Building	Furniture & Fittings	Electrical Fittings	Plant and Machinery	Office Equipment	Computers	Motor Vehicles	Total
Gross carrying amount									
As at April 01, 2024	**28.21**	**385.84**	**849.25**	**889.57**	**14,033.54**	**57.01**	**771.48**	**510.31**	**17,525.21**
Additions	–	–	32.78	12.81	1,691.51	24.83	59.04	264.38	2,085.35
Disposals	–	–	(19.86)	(189.79)	(156.43)	(0.54)	(24.53)	(387.26)	(778.41)
As at March 31, 2025	**28.21**	**385.84**	**862.17**	**712.59**	**15,568.62**	**81.30**	**805.99**	**387.43**	**18,832.15**
Additions	–	5.78	13.11	52.27	3,085.23	26.99	120.47	2.38	3,306.22
Disposals	–	–	–	–	(13.72)	–	–	–	(13.72)
As at March 31, 2026	**28.21**	**391.62**	**875.28**	**764.86**	**18,640.14**	**108.29**	**926.45**	**389.81**	**22,124.64**
Accumulated depreciation									
As at April 01, 2024	**-**	**93.95**	**306.28**	**176.20**	**2,248.54**	**13.40**	**374.67**	**398.30**	**3,611.35**
Charge for the year	–	29.68	50.07	147.06	1,090.64	12.76	141.74	37.91	1,509.86
Disposals	–	–	(1.79)	(19.78)	(30.48)	(0.31)	(14.24)	(379.53)	(446.13)
As at March 31, 2025	**-**	**123.63**	**354.56**	**303.48**	**3,308.71**	**25.85**	**502.16**	**56.68**	**4,657.08**
Charge for the year	–	29.54	50.67	124.82	1,297.16	14.11	86.04	56.75	1,659.07
Disposals	–	–	–	–	(2.56)	–	–	–	(2.56)
As at March 31, 2026		**153.17**	**405.23**	**428.29**	**4,603.31**	**39.96**	**588.19**	**113.43**	**6,331.59**
Net book value									
As at March 31, 2026	**28.21**	**238.44**	**470.05**	**336.57**	**14,036.83**	**68.33**	**338.26**	**276.37**	**15,793.04**
As at March 31, 2025	**28.21**	**262.21**	**507.61**	**409.11**	**12,259.91**	**55.45**	**303.83**	**330.75**	**14,157.07**
As at March 31, 2024	**28.21**	**291.89**	**542.97**	**713.37**	**11,785.00**	**43.61**	**396.81**	**112.01**	**13,913.87**

The group has no restrictions on the realisability of its property, plant & equipment and no contractual obligations to purchase, construct or develop property, plant & equipment or repairs, maintenance and enhancements.

3(B) OTHER INTANGIBLE ASSETS

Particulars	Computer Software	Total
Gross carrying amount		
As at April 01, 2024	**130.69**	**130.69**
Additions	16.97	16.97
Disposals	–	–
As at March 31, 2025	**147.66**	**147.66**
Additions	5.00	5.00
Disposals	–	–
As at March 31, 2026	**152.66**	**152.66**
Accumulated amortisation		
As at April 01, 2024	**125.52**	**125.52**
Charge for the year	3.74	3.74
Disposals	–	–
As at March 31, 2025	**129.26**	**129.26**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Computer Software	Total
Charge for the year	5.12	5.12
Disposals	–	–
As at March 31, 2026	**134.38**	**134.38**
Net book value		
As at March 31, 2026	**18.28**	**18.28**
As at March 31, 2025	**18.40**	**18.40**
As at March 31, 2024	**5.17**	**5.17**

4. CAPITAL WORK IN PROGRESS (CWIP)

Particulars	As at March 31, 2026	As at March 31, 2025
Capital work in progress	30,034.47	2,391.74
Total	**30,034.47**	**2,391.74**

Movement in capital work in progress:

Particulars	Amount
Capital work in progress as at April 01, 2024	**260.34**
Add: Additions during the year	2,356.75
Less: Capitalisation during the year	(225.35)
Capital work in progress as at March 31, 2025	**2,391.74**
Add: Additions during the year	27,713.98
Less: Capitalisation during the year	(71.24)
Capital work in progress as at March 31, 2026	**30,034.47**

Ageing schedule of capital work in progress:

As at March 31, 2026

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27,642.73	2,355.65	-	36.09	**30,034.47**

As at March 31, 2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,356.75	-	34.99	-	**2,391.74**

Note:

The Group is in the advanced stage of setting up a new manufacturing facility at B-6, Sector 85, Noida, Uttar Pradesh, for the manufacture of electronic goods. As at the reporting date, capital expenditure aggregating to ₹ 2,581.16 Lakhs (Previous Year: ₹ 428.02 Lakhs) has been incurred on the said project and the same

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

continues to be disclosed under Capital Work in Progress, as the facility is yet to be commissioned. The setup of the facility is in its final stage and commercial production is expected to commence from June 2026. Upon the assets being ready for their intended use, the related costs accumulated under Capital Work in Progress shall be capitalised and transferred to the appropriate class of Property, Plant and Equipment, and depreciation thereon shall be charged in accordance with the Group's accounting policy.

5. RIGHT OF USE ASSETS

Particulars	Leasehold Building	Total
Gross carrying value		
As at April 01, 2024	7,015.99	7,015.99
Additions	4,434.76	4,434.76
Deletions	-	-
As at March 31, 2025	**11,450.75**	**11,450.75**
Additions	279.46	279.46
Deletions	-	-
As at March 31 , 2026	**11,730.21**	**11,730.21**
Accumulated Depreciation		
As at April 01, 2024	1,335.08	1,335.08
Charge for the year	724.72	724.72
Deletions	-	-
As at March 31, 2025	**2,059.79**	**2,059.79**
Charge for the year	770.24	770.24
Deletions	-	-
As at March 31, 2026	**2,830.03**	**2,830.03**
Net carrying value		
As at March 31, 2026	**8,900.18**	**8,900.18**
As at March 31, 2025	**9,390.96**	**9,390.96**
As at March 31, 2024	**5,680.91**	**5,680.91**

The movement in lease liabilities during the years ended is as follows :

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning	6,820.91	5,514.90
Additions	535.42	930.25
Finance cost accrued during the period	574.81	1,431.35
Payment of lease liabilities	(1,313.79)	(1,055.59)
Balance at the end	**6,617.35**	**6,820.91**

The aggregate depreciation expense on ROU assets is included under depreciation expense in the Statement of Profit & Loss.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

The break-up of current and non-current lease liabilities as at year end is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Current lease liabilities	841.80	585.96
Non-current lease liabilities	5,775.55	6,234.95
Total	**6,617.35**	**6,820.91**

The following are the amounts recognized in profit or loss:

Particulars	As at March 31, 2026	As at March 31, 2025
Depreciation expenses on right of use assets	734.33	724.72
Interest expense recognised relating to lease liabilities	381.91	1,431.35
Total amount recognised in profit or loss	**1,116.24**	**2,156.07**

Notes:

1) The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
2) Lease contracts entered by the Group majorly pertains to buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.
3) For maturity analysis of lease liability, **[(refer note 34(B)] Financial risk management** framework and policies under maturities of financial liabilities.
4) There are no leases having variable lease payments. The Group has not entered into any residual value contracts during the year.
5) There are no sale and leaseback transactions during the year.
6) 8% to 9% of interest rate implicit in the lease or lessee's incremental borrowing rate used for the measurement of lease liabilities.

6. NON-CURRENT FINANCIAL ASSETS

(a) Investments

Particulars	As at March 31, 2026	As at March 31, 2025
Unquoted equity instruments		
Investments at fair value through profit or loss		
Investment in equity instruments		
• **Teleecare Network India Private Limited**		
1,59,34,200 (March 31 2025: 1,59,34,200) equity shares of ₹10 each fully paid up	8,736.47	6,460.27
• **Ilumi Solution Inc**		
9,66,620 (March 31, 2025: 9,66,620) equity shares of US$ 0.00001 each fully paid up	-	-

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
	Net of provision for dimunition in value of ₹ 478.84 lakhs		
	(2025 – ₹ 478.84 lakhs)		
•	**Travancore Marketing Private Limited**		
	11,000 (March 31, 2025: 11,000) equity shares of ₹ 10 each fully paid up	0.08	0.08
Quoted equity instruments			
Investment in fully paid up equity instruments			
Equity instruments – Quoted (FVTPL)			
•	**Arvind Remedies Limited**		
	10,000 (March 31, 2025: 10,000) equity shares of ₹10 each fully paid up	0.47	0.47
	Net of provision for dimunition in value of ₹5.16 lakhs		
	(2025 – ₹5.16 lakhs)		
•	**GTL Infrastructure Limited**		
	1,805 (March 31, 2025: 1,974) equity shares of ₹10 each fully paid up	0.02	0.03
	Net of provision for dimunition in value of ₹0.55 lakhs		
	(2025 – ₹0.54 lakhs)		
•	**IKF Technologies Limited**		
	2,20,000 (March 31, 2025: 2,20,000) equity shares of ₹1 each fully paid up	0.59	0.59
	Net of provision for dimunition in value of ₹33.82 lakhs		
	(2025 – ₹33.82 lakhs)		
•	**Cybele Industries Limited**		
	24,927 (March 31, 2025: 25,000) equity shares of ₹10 each fully paid up	11.41	5.30
	Net of provision for dimunition in value of ₹0.52 lakhs		
	(2025 – ₹5.59 lakhs)		
b)	**Investment in partnership firm – unquoted (FVTPL)**		
•	**WIN Technologies**		
	Net of provision for dimunition in value of ₹ 361.12 lakhs	-	-
Total investments		**8,749.04**	**6,466.74**
a)	Aggregate amount of quoted investments and market value thereof	**12.49**	**6.39**
b)	Aggregate amount of unquoted investments	**8,736.54**	**6,460.35**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(b) Loans

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to others		
Loans receivables considered good – Unsecured	52.15	52.15
	52.15	**52.15**
Less: Provision for doubtful loans	-	-
Total Loans	**52.15**	**52.15**

(c) Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposits		
Security deposits – considered good	352.05	344.49
Security deposits – considered doubtful	-	300.00
	352.05	**644.49**
Less: provision for doubtful deposits	-	-
	352.05	**644.49**
Bank deposits with remaining maturity of more than 12 months	388.60	337.70
Interest accrued on deposits	52.68	32.10
	441.28	**369.80**
Total Other financial assets	**793.33**	**1,014.29**

Notes:

1. Security deposit includes deposit of ₹300 lakhs given against mortgage of property at Punjabi Bagh, West Delhi. During the financial year ended March 31, 2026, the Group no longer holds the said property as security against the deposit. The amount is under dispute and the Group has registered a complaint (FIR) with the Deputy Commissioner of Police, Economic Offence Wing - Delhi Police dated May 20, 2022, initiating legal proceedings for recovery of the said amount, which is pending with the concerned authority. In view of the uncertainty involved in its recovery, the said security deposit is considered doubtful and, as a matter of prudence, the Group has written off / impaired the security deposit of ₹300 lakhs in the current financial year.
2. Bank deposits with remaining maturity of more than 12 months includes fixed deposits amounting to ₹ 388.60 lakhs (March 31, 2025 : ₹ 337.70 lakhs) related to assessments of sales tax/ VAT for various years made with the several government departments of different states and have a restriction on its use and realisability.
3. Interest accrued on deposits represents interest accrued but not due on bank deposits and security deposits. The same has been classified as non-current as the underlying deposits have a remaining maturity of more than twelve months from the reporting date. Interest accrued on deposits outstanding as at March 31, 2026 amounts to ₹ 52.68 lakhs (₹ 32.10 lakhs as at March 31, 2025).

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

7. INCOME TAXES

The major components of income tax expense for the period ended March 31, 2026 and March 31, 2025 are:

(i) Tax expense recognised in the Statement of Profit and Loss

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax:		
Current income tax charge	1,882.71	1,684.74
Adjustment of tax relating to earlier periods	206.84	(90.89)
Classification of income tax recognised in other comprehensive income		
– Income taxes related to items that will not be reclassified to profit or loss	5.97	1.63
Deferred tax:		
Relating to origination and reversal of temporary differences	375.59	(259.13)
Income tax expense reported in the statement of profit and loss	**2,471.11**	**1,336.35**

(ii) Reconciliation of income tax expense and the accounting profit multiplied by Group's domestic tax rate:

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting profit before tax from:		
Profit from continuing operation before income tax expense	9,066.56	7,667.73
Total profit for the year	**9,066.56**	**7,667.73**
At India's statutory income tax rates	**2,281.87**	**1,929.81**
Income tax for earlier years	206.84	(90.89)
Income tax impact on disallowances of items of permanent nature	94.04	(99.39)
Others	(111.64)	(403.18)
Income tax expense reported in the statement of profit and loss	**2,471.11**	**1,336.35**

(iii) Movement in the deferred tax assets/(liabilities) (net):

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax (net)		
a. Deferred tax liabilities	(2,603.98)	(2,346.74)
b. Deferred tax assets	2,212.85	2,337.17
	(391.13)	**(9.57)**

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For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at April 01, 2025	Recognised in profit and loss	As at March 31, 2026
Tax effect of items constituting deferred tax assets / (liabilities):			
Property, Plant and Equipment and Intangibles	(476.99)	(181.55)	(658.54)
Right of use Assets	(1,475.42)	114.48	(1,360.94)
Security Deposit (Building)	29.37	(0.82)	28.55
Prepaid Lease on Security Deposit	(26.98)	1.55	(25.44)
Equalistaion of Deferred duties	33.17	14.17	47.33
Provision for Doubtful Debts (ECL allowance)	47.89	23.67	71.57
Provision for doubtful advances	0.27	42.60	42.87
Provision for Gratuity	19.54	3.40	22.95
Provision for Bonus and other employee benefits	8.30	1.54	9.84
Preliminary expenses and others	(367.35)	(191.71)	(559.07)
Carried-forward Business Losses & Unabsorbed Depreciation	481.95	(157.66)	324.29
Lease Liabilities	1,716.68	(51.23)	1,665.45
Net Deferred Tax Asset / (Liabilities)	**(9.57)**	**(381.56)**	**(391.13)**

Particulars	As at March 31, 2024	Recognised in profit and loss	As at March 31, 2025
Tax effect of items constituting deferred tax assets / (liabilities):			
Property, Plant and Equipment and Intangibles	(420.24)	(56.75)	(476.99)
Right of use Assets	(1,429.77)	(45.65)	(1,475.42)
Security Deposit (Building)	(1.60)	30.96	29.37
Prepaid Lease on Security Deposit	-	(26.98)	(26.98)
Equalistaion of Deferred duties	-	33.17	33.17
Provision for Doubtful Debts (ECL allowance)	91.19	(43.30)	47.89
Provision for doubtful advances	-	0.27	0.27
Provision for Gratuity	9.92	9.62	19.54
Provision for Bonus and other employee benefits	3.99	4.30	8.30
Preliminary expenses and others	(296.71)	(70.64)	(367.35)
Carried-forward Business Losses & Unabsorbed Depreciation	388.16	93.80	481.95
Lease Liabilities	1,387.99	328.69	1,716.68
Net Deferred Tax Asset / (Liabilities)	**(267.07)**	**257.51**	**(9.57)**

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For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Reconciliation of deferred tax asset/(liability) (net):

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance as at April 01	(9.57)	(267.07)
Tax income/(expense) during the period recognised in profit or loss	(375.59)	259.13
Tax income/(expense) during the period recognised in OCI	(5.97)	(1.63)
Closing balance as at March 31	**(391.13)**	**(9.57)**

Note: During the years ended March 31, 2026 and March 31, 2025, the Group has not surrendered any transaction or disclosed it as income in the tax assessments under the Income Tax Act, 1961.

8. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Capital advances	945.88	479.50
Prepaid Lease expense on security deposits	101.06	107.20
Net defined benefit asset	4.10	-
Advances given against Purchase of Property to related parties (refer note 31)	4,200.00	4,665.00
Deferred IGST asset	414.34	311.16
Advance for acquisition of shares in subsidiary	-	2,100.00
Total other non-current assets	**5,665.39**	**7,662.86**

Notes:

1) During the financial year ended March 31, 2025, the Group had advanced ₹ 2,100 lakhs towards the acquisition of equity shares in its subsidiary viz. Bharat Innovative Glass Technologies Private Limited. As the shares had not been allotted as at that date, the amount was disclosed under "Other non-current assets" as Advance for acquisition of shares in accordance with Schedule III to the Companies Act, 2013. During the financial year ended March 31, 2026, the allotment of the said equity shares has been completed and, accordingly, the advance has been transferred to and recognised as Investment in subsidiary. Consequently, no balance remains outstanding under "Other non-current assets" in this regard as at March 31, 2026.

2) The Net defined benefit asset of ₹ 4.10 lakhs as at March 31, 2026 represents the net surplus in the Group's defined benefit (gratuity) plan, being the excess of the fair value of plan assets over the present value of the defined benefit obligation. As the plan is in a net asset position as at the reporting date, the same has been recognised and disclosed as an asset under "Other non-current assets", as against a net defined benefit liability recognised in the previous year.

3) The Group has not given any advances to directors or other officers of the Group or any of them either severally or jointly with any persons.

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

9. INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Traded goods	7,197.37	7.13
Raw material	18,974.41	13,505.44
Work in progress	4,360.80	3,656.45
Fininshed goods	915.62	7,248.18
Total inventories	**31,448.20**	**24,417.20**

Notes:

(i) Valued at lower of cost and net realisable value.

(ii) Traded goods include finished goods purchased for re-sale.

10. CURRENT FINANCIAL ASSETS

(a) Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	25,527.81	46,739.29
Receivables from other related parties (refer note 31)	4,232.67	13,254.15
Total trade receivables	**29,760.48**	**59,993.44**

Break up of security details :

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Unsecured, considered good	28,876.59	59,228.48
Trade receivables which have significant increase in credit risk	747.94	880.09
Trade receivables – credit impaired	420.31	75.17
	30,044.84	**60,183.72**
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	(57.40)	(14.87)
Trade receivables which have significant increase in credit risk	(49.46)	(100.26)
Trade receivables – credit impaired	(177.50)	(75.16)
Total of Impairment allowance	**(284.36)**	**(190.29)**
Total trade receivables	**29,760.48**	**59,993.44**

Notes:

(i) For trade receivables ageing (refer note 45).

(ii) The Group follows "simplified approach" for recognition of impairment loss. The application of simplified approach does not require the Group to track changes in credit risk.

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(iii) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member other than mentioned in note 31.

(b) Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks in current accounts	2,873.20	9,420.49
FDR Maturity less than 90 Days	300.00	5,000.00
Unpaid dividend account	11.99	12.01
Cash on hand	0.82	1.14
Total Cash and cash equivalents	**3,186.01**	**14,433.64**

Notes:

(i) For the purpose of statement of cash flows, the above has been considered as cash and cash equivalents.

(ii) There are no restrictions with regard to cash and cash equivalents at the end of reporting period and prior period.

(c) Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with maturity of less than 12 months	973.05	32.87
Margin money deposits	22.40	112.90
Total Other bank balances	**995.45**	**145.77**

Notes:

1) Bank deposits with maturity of less than 12 months includes fixed deposits amounting to related to assessments of sales tax/ VAT for various years made with the several government departments of different states and have a restriction on its use and realisability.

2) Fixed deposits with original maturity of more than twelve months but remaining maturity of less than twelve months have been disclosed under other bank balances.

3) The Margin money are earmarked and is not available for use by the Group. Margin Money deposit balances are more than 3 month but less than 12 months. Margin money is held against working capital facilities and security for term loans.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

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(d) Loans

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to others		
Loans receivables considered good – Unsecured	-	-
Loans receivables credit impaired	2,698.20	2,698.20
Less: provision for doubtful loans	(2,698.20)	(2,698.20)
Total Loans	**-**	**-**

Notes:

1) The Group has not given or advanced any loan to any of its related parties. Accordingly, loans to related parties are Nil as at March 31, 2026 (Nil as at March 31, 2025).

2) The loans aggregating ₹ 2,698.20 lakhs have been classified as credit impaired and a provision of 100% (₹ 2,698.20 lakhs) has been created thereon. Accordingly, the net carrying value of loans is shown as Nil as at March 31, 2026 (Nil as at March 31, 2025).

(e) Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposits		
Security deposits – considered good	178.29	268.55
Less: provision for doubtful deposits	-	-
	178.29	**268.55**
Interest receivable	5.17	5.94
Total Other financial assets	**183.45**	**274.49**

Notes:

(i) Security deposits represent deposits given to various public authorities such as the departments of Sales Tax and VAT of different states. These deposits have been classified as current as their maturity/recovery is expected within twelve months from the reporting date. Security deposits outstanding as at March 31, 2026 amount to ₹ 178.29 lakhs (₹ 268.55 lakhs as at March 31, 2025).

(ii) Interest receivable represents interest accrued but not due on bank deposits and security deposits. The same has been classified as current as it is expected to be realised within twelve months from the reporting date. Interest receivable outstanding as at March 31, 2026 amounts to ₹ 5.17 lakhs (₹ 5.94 lakhs as at March 31, 2025).

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

11. CURRENT TAX ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax assets	38.03	457.11
Total Current tax assets	**38.03**	**457.11**

12. OTHER CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Advances to suppliers of goods or services	31,958.95	1,034.12
Advances to suppliers of goods or services to related parties (refer note 31)	650.00	250.00
Other receivables	3,867.37	2,149.03
Custom duty bond	-	2.42
Advances to staff	7.75	18.87
Incentive receivables from government authorities	745.68	-
Balance with Statutory and Government authorities	3,565.10	3,242.29
Prepaid expenses	394.32	547.47
Unbilled customer	794.73	791.89
Amount paid under protest to government authorities	29.72	29.72
Advances to others	6.67	0.12
Total Other current assets	**42,020.30**	**8,065.93**

Notes:

(i) Balance with statutory and government authorities includes amounts recoverable towards GST, customs duty and other indirect taxes from the respective authorities.

(ii) The Group has not given any advances to directors or other officers of the Group or any of them either severally or jointly with any persons.

(iii) Advances to staff represent non-interest bearing advances given to employees by way of imprest.

(iv) Incentive receivables from government authorities are receivables in relation to investment made by the Group in Uttar Pradesh under the UPEMP 2020 policy. There are no unfulfilled conditions or contingencies attached to these incentives.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

13. EQUITY SHARE CAPITAL

		As at March 31, 2026		As at March 31, 2025	
		No. of shares	Amount	No. of shares	Amount
(a)	**Authorised share capital:**				
	- Equity shares of ₹10 each	12,89,80,000	12,898.00	12,89,80,000	12,898.00
	Total	**12,89,80,000**	**12,898.00**	**12,89,80,000**	**12,898.00**
(b)	**Issued equity share capital:**				
	– Equity shares of ₹10 each	8,86,88,783	8,868.88	8,72,52,991	8,725.30
	Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**
(c)	**Subscribed equity share capital:**				
	– Equity shares of ₹10 each	8,86,88,783	8,868.88	8,72,52,991	8,725.30
	Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**
(d)	**Paid up equity share capital:**				
	- Equity shares of ₹10 each subscribed and fully paid	8,72,52,991	8,725.30	8,58,57,191	8,585.72
	- Issued during the year	14,35,792	143.58	13,95,800	139.58
	Total	**8,86,88,783**	**8,868.88**	**8,72,52,991**	**8,725.30**

(e) Terms/rights attached to equity shares

The group has issued only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The group declares and pays dividends in Indian Rupees. The dividend proposed, if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the group, the holders of equity shares will be entitled to receive remaining assets of the group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

(f) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares of ₹10 each fully paid				
G R A Enterprises Private Limited	3,87,38,500	43.68%	3,87,38,500	44.40%
Mr. Ashok Gupta	57,54,894	6.49%	57,54,894	6.60%
Mrs. Renu Gupta	71,06,111	8.01%	69,81,111	8.00%
Mr. Deepesh Gupta	52,86,029	5.96%	53,65,029	6.15%
Mr. Neetesh Gupta	52,14,607	5.88%	52,14,607	5.98%

As per records of the group, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownership of shares.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(g) Details of shareholding of promoters

Name of the shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% change during the year	No. of Shares	% change during the year
Equity shares of ₹10 each fully paid				
Mr. Ashok Gupta	57,54,894	(0.11%)	57,54,894	(0.10%)

14(a)OTHER EQUITY

Particulars	Amount
Securities premium (A)	
Balance as at April 01, 2024	**110.51**
Movement during the year	9,243.69
Balance as at March 31, 2025	**9,354.20**
Movement during the year	9,508.53
Balance as at March 31, 2026	**18,862.73**
General reserve (B)	
Balance as at April 01, 2024	**261.00**
Transfer from retained earnings	-
Balance as at March 31, 2025	**261.00**
Transfer from retained earnings	-
Balance as at March 31, 2026	**261.00**
Capital Reserve (C)	
Balance as at April 01, 2024	**3,562.00**
Movement during the year	-
Balance as at March 31, 2025	**3,562.00**
Movement during the year	-
Balance as at March 31, 2026	**3,562.00**
Money received against share warrants (D)	
Balance as at April 01, 2024	**-**
Movement during the year	5,063.39
Balance as at March 31, 2025	**5,063.39**
Movement during the year	(2,413.03)
Balance as at March 31, 2026	**2,650.36**
Retained earnings (E)	
Balance as at April 01, 2024	**30,155.59**
Profit for the year	6,418.87
Balance as at March 31, 2025	**36,574.46**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Amount
Profit for the year	6,829.04
Balance as at March 31, 2026	**43,403.50**
Other Comprehensive Income:	
Foreign Currency Translation Reserve (F)	
Balance as at April 01, 2024	**126.27**
Movement during the year	3.67
Balance as at March 31, 2025	**129.94**
Movement during the year	50.69
Balance as at March 31, 2026	**180.63**
FVTOCI (G)	
Balance as at April 01, 2024	**(157.92)**
Movement during the year	9.26
Balance as at March 31, 2025	**(148.66)**
Movement during the year	19.43
Balance as at March 31, 2026	**(129.22)**
Share application money pending allotment (H)	
Balance as at April 01, 2024	**-**
Movement during the year	3,003.57
Balance as at March 31, 2025	**3,003.57**
Movement during the year	(3,003.57)
Balance as at March 31, 2026	**-**
Total other equity (A+B+C+D+E+F+G+H)	
Balance as at March 31, 2026	**68,795.29**
Balance as at March 31, 2025	**57,804.20**
Balance as at March 31, 2024	**34,061.76**

Nature and purpose of reserves:

(a) **Retained Earnings:** Retained earnings are the profits that the group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(b) **Securities Premium:** The securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

(c) **General Reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes, as the same is created by transfer from one component of equity to another.

(d) **Money received against share warrants:** Money received against share warrants is a capital receipt shown under shareholders' funds, representing advance funds from warrant holders toward future equity share allotment upon exercise of the warrants.

(e) **Capital reserve:** Capital reserve is a type of reserve that is created out of capital profits, not from the regular operations of a business. It can be utilized to write off capital losses, such as loss on the sale

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

of fixed assets or reduction in the value of investments.

(f) **Foreign Currency Translation Reserve:** The Foreign Currency Translation Reserve (FCTR) is an equity account used to record gains and losses that arise when translating the financial statements of a foreign operation into the group's presentation currency.

(g) **FVTOCI:** The FVTOCI classification provides a balanced way to show fair value changes that are not immediately realized, ensuring transparent reporting in financial statements without distorting the profit & loss account.

(h) **Share application money pending allotment:** Share application money pending allotment represents the amount received from applicants for which shares have not yet been allotted as at the reporting date.

14(b)NON-CONTROLLING INTEREST (NCI)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Controlling interest	4,537.57	2,784.83
	4,537.57	**2,784.83**
Opening balance	2,784.83	(24.32)
Profit for the year	(227.61)	(85.85)
NCI recognised on acquisition of control of Subsidiary	1,980.35	2,895.00
Closing Balance	**4,537.57**	**2,784.83**

15. NON-CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
(a) **Borrowings**		
Secured loans from banks and financial institutions	22,049.30	8,638.59
Less: Current maturities of long – term borrowings	(1,989.41)	(2,013.45)
Unsecured loans from related party (refer note 31)	10.00	-
Total borrowings	**20,069.89**	**6,625.14**

Notes:

a) **Term loans**

Term loans from bank are secured by way of first charge on enitre present and future movable fixed assets of the Group and second charge on entire current assets both present and future and other movable assets excluding vehicles specifically hypothecated against vehicle loans. The mortgages and charges referred to above are pari-passu among the lenders. (refer note 32-I(A) and 32-II (A)). The amount disclosed as above is net of Current maturities of long-term debts.

b) **Vehicles loans**

Vehicle loans are secured by hypothecation of vehicles acquired against such loans (refer note 32 (B) for repayment terms). The amount disclosed as above is net of Current maturities of long-term debts.

c) For the current maturities of long-term borrowings, refer note 17 (a) short term borrowings.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

d) The Group has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

e) Borrowings from banks and financial institutions have been used for the specific purpose for which it was taken at the balance sheet date.

(b) Lease liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
A) Non-current		
Lease liabilities	5,775.55	6,234.95
Total non-current lease liabilities	**5,775.55**	**6,234.95**
B) Current		
Lease liabilities	841.80	585.96
Total current lease liabilities	**841.80**	**585.96**

Note: For the information of lease liabilities and other disclosures see refer note no. 5.

(c) Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred duties and taxes for bonded warehouse capital goods		
Deferred custom duty	188.08	131.79
Deferred IGST liabilities	414.34	311.16
Total Other financial liabilities	**602.41**	**442.95**

16. PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Gratuity	88.22	81.53
Leave encashment	11.06	-
Total Provisions	**99.27**	**81.53**

Note: For the information of post employment benefits and other disclosures see refer note no. 5.

17. CURRENT FINANCIAL LIABILITIES

(a) Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured loans from related party (refer note 31)	50.00	10.00
Cash credit/ working capital loans from banks – secured	2,813.82	2,401.70
Bills payable	5,741.74	1,883.12
Current maturities of long – term borrowings	1,989.41	2,013.45
Total borrowings	**10,594.97**	**6,308.27**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Notes:

a) Details of security of short term borrowings other than current maturities of long-term borrowings for the year ended March 31, 2026

(i) Cash credits and working capital demand loans are secured by first pari passu charge on all the entire current assets of the Group, second charge on all the entire movable fixed assets (excluding those which are under exclusive hypothecated with other Banks/Financial institutions) of the Group.

(ii) Bills discounting facility is secured by first pari passu charge on the entire current assets of the Group, both present and future, and first pari passu charge on all the movable fixed assets of the Group.

Terms of repayment and interest rate for the year ended March 31, 2026

(i) Working capital demand loans from banks amounting to ₹ 1,378.95 Lakh, carrying interest rate at 7.75% p.a. are repayable over a maximum period of 120 days.

(ii) Cash credit amounting to ₹ 1,434.87 Lakhs carrying interest rate at 7.18% & 8.75% p.a. are repayable on demand.

(iii) Bills payable represents amounts outstanding under the bills discounting facility availed from banks amounting to ₹ 5,741.74 Lakhs which are repayable within their respective bills discounting / usance period.

b) Details of security of current borrowings other than current maturities of non current borrowings for the year ended March 31, 2025

(i) Cash credits working capital demand loans are secured by first pari passu charge on all the entire current assets of the Group, second charge on all the entire movable fixed assets (excluding those which are under exclusive hypothecated with other Banks/Financial institutions) of the Group.

(ii) Bills discounting facility is secured by first pari passu charge on the entire current assets of the Group, both present and future, and first pari passu charge on all the movable fixed assets of the Group.

Terms of repayment and interest rate for the year ended March 31, 2025

(i) Cash credit amounting to ₹ 2,401.70 Lakhs carrying interest rate at 8.27% p.a. are repayable on demand.

(ii) Bills payable represents amounts outstanding under the bills discounting facility availed from banks amounting to ₹ 1,883.12 Lakhs which are repayable within their respective bills discounting / usance period.

c) The Group has borrowings from banks on the basis of security of current assets and quarterly returns or statements of current assets filed by the Group with banks are in agreement with the books of accounts.

d) Unsecured loan from related party represents loan taken from the director/promoter of the group. The said loan has been received in accordance with the provisions of the Companies Act, 2013 [Section 73 read with Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, which excludes any amount received from a director of the Group from the definition of 'deposit']. The loan is non-interest bearing and has been provided to meet the working capital requirements of the Group. Refer Note No. 28 for related party disclosures.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(b) Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises (refer note 36)	1,260.81	605.99
Total outstanding dues of creditors other than micro enterprises and small enterprises	50,340.09	60,153.88
Total trade payables	**51,600.90**	**60,759.87**

Note: For Trade payable ageing Refer Note 44

(c) Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued but not due on bank borrowings	24.13	34.50
Security received	75.36	75.36
Other expenses payable	217.43	192.99
Unclaimed dividend	11.99	12.01
Capital creditors	3,670.72	391.53
Employee benefits payable	296.57	197.86
Total Other financial liabilities	**4,296.19**	**904.25**

Note: As at March 31, 2026, the Group has an outstanding liability towards unclaimed dividend amounting to ₹11.99 lakhs (₹12.01 lakhs as on March 31, 2025). The said amount represents dividends declared by the Group but not encashed by the shareholders within the statutory period. The Group has maintained a separate bank account for such unclaimed dividend amounts.

*Detailed information regarding the unclaimed dividend held with bank is provided below:

Particulars	As at March 31, 2026	As at March 31, 2025
2022-2023	11.99	12.01
	11.99	**12.01**

18. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Advances from customers	1,041.50	982.67
Taxes and other statutory dues payable	417.84	1,163.88
Deferred import GST (Bonded)	1,837.46	57.46
Deferred customs duty (Bonded)	512.53	2.43
Total Other current liabilities	**3,809.33**	**2,206.44**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

19. PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
(i) Gratuity	9.55	6.90
(ii) Provision for Leave Encashment	12.08	-
Provision on unrealised foreign exchange loss	8.90	305.32
Provision for expenses	717.08	100.59
Provision for audit fees	17.85	11.75
Provision on doubtful advances	1.08	1.08
Provision on legal liabilities	55.07	55.07
Provision for interest on statutory liabilities	342.77	92.76
Total Provisions	**1,164.38**	**573.47**

Note: For disclosures related to provision for employee benefits (refer note 35)

20. CURRENT TAX LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax liabilities (net of TDS and advance tax)	1,943.47	648.29
Total Other current liabilities	**1,943.47**	**648.29**

21. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products	1,43,205.89	1,72,805.17
Sale of traded goods	30,518.08	8,000.23
Sale of services	765.40	5,190.18
Export sales	14.23	66.41
Unbilled revenue	794.73	791.89
Other operating income	1,563.43	2,145.80
Total revenue from operations	**1,76,861.76**	**1,88,999.68**
India	1,73,662.91	1,88,066.29
Outside India	3,198.84	933.39
Total revenue from operations	**1,76,861.76**	**1,88,999.68**
Timing of revenue recognition		
Goods transferred at a point in time	1,76,096.35	1,83,809.50
Services transferred over time	765.40	5,190.18
Total revenue from operations	**1,76,861.76**	**1,88,999.68**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

22. OTHER INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest income	600.69	393.86
Foreign exchange gain	4.28	70.02
Liabilities no longer required written back	49.43	448.02
Reversal of provision for bad and doubtful debts	53.87	-
Bad debts recovered	-	2.42
Sale of Manufacturing Scrap	46.72	117.57
Sale of Non Manufacturing Scrap	27.20	56.64
Incentive income from government authorities	745.68	-
Fair value gain on financial instruments at fair value through profit or loss	837.85	312.31
Net gain on disposal of property, plant and equipment	2.56	7.85
Technical testing and service fees	84.90	8.99
Equalization income on deferred duties	31.60	27.19
Lease equalisation income	15.78	15.99
Profit from sale of investments	0.01	-
Miscellaneous income	57.89	224.48
Net gain on disposal of investment property	-	10.96
Rent Income	35.73	32.12
Total Other income	**2,594.18**	**1,728.42**

Note: Incentive income from government authorities are in relation to investment made by the Group in Uttar Pradesh under the UPEMP 2020 policy. There are no unfulfilled conditions or contingencies attached to these incentives.

23. COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories of raw material at the beginning of the year	13,505.45	23,474.93
Add: Purchases	65,469.75	92,529.11
Less: Inventories of raw material at the end of the year	(18,974.41)	(13,505.45)
Total cost of materials consumed	**60,000.79**	**1,02,498.59**

24. PURCHASE OF TRADED GOODS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchases of traded goods	96,306.62	63,773.65
Total Purchase of traded goods	**96,306.62**	**63,773.65**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

25. CHANGES IN INVENTORIES OF FINISHED GOODS, TRADED GOODS AND WORK IN PROGRESS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories at the beginning of the year		
Work in progress	3,656.45	7,667.59
Finished goods	7,248.18	2,462.29
Traded goods	7.13	88.52
Inventories at the end of the year		
Work in progress	(4,360.80)	(3,656.46)
Finished goods	(915.62)	(7,248.18)
Traded goods	(7,197.37)	(7.13)
Total Changes in inventories of finished goods, traded goods and work in progress	**(1,562.03)**	**(693.37)**

26. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	3,025.17	2,460.78
Director remuneration expense	150.00	150.00
Gratuity expense (refer note 35)	43.39	40.46
Contribution to provident and other funds	85.14	82.86
Leave encashment expense	23.13	-
Contractor employees expense	2,355.38	3,105.93
Staff welfare expenses	257.69	242.36
Total Employee benefits expense	**5,939.91**	**6,082.39**

Note:

(i) Director remuneration expenses incurred by the Group are in accordance with section 197 of the Companies Act, 2013.

(ii) Other funds/scheme includes a contribution towards provident fund and Employee State Insurance scheme.

27. FINANCE COST

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Borrowing costs	121.45	55.44
Financial charges on Lease, securities and duties	445.16	1,410.88
Interest on others	264.55	140.88
Interest on income tax	19.90	77.84
Interest on term loans	1,456.94	1,317.97
Total Finance cost	**2,308.00**	**3,003.01**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Note: Interest on income tax includes interest on default in payment of advance tax (under sections 234B and 234C) on a provisional basis for the assessment year 2026-2027 in accordance with the measurement and disclosure requirements of Ind AS 12.

28. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment [refer note 3 (a)]	1,659.07	1,509.87
Depreciation on right of use assets (refer note 5)	770.24	724.72
Amortisation of intangible assets [refer note 3 (b)]	5.12	3.74
Total Depreciation and amortisation expense	**2,434.43**	**2,238.33**

29. OTHER EXPENSES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Direct expenses		
Clearing and forwarding charges	24.90	82.73
Customs and other duties	0.06	1.42
Technical testing fees	60.64	66.09
Freight inward	0.37	0.20
Jigs and fixtures	164.08	67.20
Contractor Employee's Expenses	391.17	616.10
Job Work Expenses	575.24	0.10
Consumables	240.84	361.35
Others		
Advertisement & marketing	62.85	54.95
Business promotion expenses	14.86	1.57
Research & development expenses	79.74	475.45
Incentive and commission expenses	0.78	0.36
Rent expenses	59.01	173.09
Communication expenses	19.14	14.32
Power and fuel expenses	420.48	645.83
Software expense	12.67	3.28
Travelling and conveyance expenses	228.14	134.59
Insurance premium expenses	121.36	109.53
Rates and taxes expenses	189.92	362.62
Directors sitting fee	26.39	27.11
Price difference loss	-	342.84
Foreign exchange fluctuations (net)	795.65	305.32
Bad debts written off	83.30	287.42

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Provision for doubtful loans	-	674.55
Impairment of Fixed Assets	-	0.14
Impairment of Capital WIP	-	225.35
Provision for diminution in value of investments or values written off	-	4.40
Provision for doubtful advances	169.26	1.08
Expected credit loss allowance on trade receivables	147.93	115.16
Provision on legal liabilities	-	55.07
Irrecoverable Security Deposit Written Off	300.00	-
Legal and professional expenses	1,211.15	632.67
Freight and cartage outward expenses	100.85	52.12
Licence fees and patent expenses	-	-
Printing and stationery expenses	24.92	16.79
Repair and maintenance expenses	219.95	187.68
Computer repairs and maintenance	0.35	0.53
Software expenses	24.66	15.46
Security guard expenses	73.19	97.21
Housekeeping and other office maintenance expenses	68.34	85.32
Recruitment expenses	64.96	4.32
Payment to auditors (refer note below)*	72.27	41.00
Donations	5.36	22.44
CSR Expenses	110.00	65.62
Festival expenses	13.91	22.48
ROC Fees	0.61	2.43
Inaugural expenses	68.42	-
Consumption of Stores and Spare parts	16.23	-
Cost of shared manpower	62.87	-
Unrealised foreign exchange loss	8.90	-
Annual listing fees	9.98	14.11
Prior Period expense	2.12	3.49
Discount allowed	0.24	-
Bank Charges	15.43	1.64
Miscellaneous expenses	42.61	16.84
Total Other expenses	**6,406.11**	**6,491.37**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

* Payment to auditor

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
As auditors:		
Statutory audit fee	50.11	31.39
Tax audit fee	6.50	4.25
Limited reviews	6.55	4.50
In other capacities:		
Certification fee	2.55	0.30
Group reporting	6.00	-
Reimbursement of expenses	0.56	0.56
Total	**72.27**	**41.00**

30. EARNINGS PER SHARE

Basic EPS amount is calculated by dividing the profit / (loss) for the year attributable to equity shareholders of the group by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted EPS amount is calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit attributable to equity shareholders	6,620.85	6,342.27
Weighted average number of equity shares used for computing EPS (basic)	8,80,35,784	8,60,56,045
Weighted average number of equity shares used for computing EPS (diluted)	8,96,12,792	8,64,85,266
Earnings per share		
– Basic	7.52	7.37
– Diluted	7.39	7.33

31. RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Related parties where control exists	
Subsidiaries	Optiemus Electronics Limited
	Optiemus Infracom (Singapore) Pte Ltd
	FineMS Electronics Private Limited
	Troosol Enterprises Private Limited
	GDN Enterprises Private Limited

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Related parties where control exists	
	Bharat Innovative Glass Technologies Private Limited
	Optiemus Unmanned Systems Private Limited
	Optiemus Display Technology Private Limited (incorporated as subsidiary on July 22, 2025)
	Optiemus Vision Technology Private Limited (incorporated as subsidiary on July 22, 2025)
	Optiemus Micro Electronics Private Limited (incorporated as subsidiary on August 04, 2025)
	XO Ventures Private Limited (incorporated as subsidiary on October 15, 2025)
	The Factory Private Limited (incorporated as subsidiary on December 19, 2025)
Step Down Subsidiary	Optiemus Telecommunication Private Limited
Associate	Teleecare Network India Private Limited
Enterprises owned or significantly influenced by key management personnel or their relatives with whom transactions have taken place during the year/period	WIN Technology
	Skyweb Infotech Limited
	Ace Mobile Manufacturers Private Limited
	MPS Telecom Retail Private Limited
	G R A Enterprises Private Limited
	Insat Exports Private Limited
	South West Infra Designs Private Limited
	International Value Retail Private Limited
	Besmarty Technologies Private Limited
	Roots Network LLP
	EMU Exports Private Limited
	Mobiphone Network India Limited
	Techtube Media Works Private Limited
	Telemax Links India Private Limited
	Vision Interiors (India) Private Limited
	Corning Incorporated, USA
	Corning Technologies India Private Limited
	Corning Speciality Materials Incorporated
Directors	Mr. Ashok Gupta- Executive Chairman & Whole time Director
	Mr. Neetesh Gupta- Non Executive Director
	Mr. Naresh Kumar Jain – Independent Director#
	Ms. Ritu Goyal – Independent Director

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Related parties where control exists	
	Mr. Gauri Shankar – Independent Director (appointed w.e.f. April 01, 2024)
	Mr. Rakesh Kumar Srivastava – Independent Director (appointed w.e.f. April 01, 2024)
	Mr. Vishal Rajpal- Independent Director (appointed w.e.f. October 28, 2025)
Key Managerial Personnel (KMP)	Mr. Vikas Chandra – Company Secretary
	Mr. Parveen Sharma – Chief Financial Officer

Close members of Key managerial personnels	**Person Name**	**Their relation**
	Mr. Mukesh Kumar Gupta	Brother of Mr. Ashok Gupta
	Mrs. Renu Gupta	Wife of Mr. Ashok Gupta and mother of Mr. Neetesh Gupta
	Mr. Deepesh Gupta	Son of Mr. Ashok Gupta and brother Mr. Neetesh Gupta
	Mrs. Ramneek Khandpur	Wife of Mr. Neetesh Gupta
	Mrs. Seema Dahiya	Wife of Mr. Deepesh Gupta

(i) Summary of transactions with above related parties are as follows:

Board of Directors, Key Managerial Personnel and their relatives*

Particulars	**Nature of Transaction**	**Amount of transaction**	
		March 31, 2026	**March 31, 2025**
Mr. Ashok Gupta	Remuneration	90.00	90.00
Mr. Vikas Chandra	Remuneration	21.06	21.04
Mr. Parveen Sharma	Remuneration	39.38	32.78
Mr. Vishal Rajpal	Sitting fees	1.90	-
Mr. Naresh Kumar Jain	Sitting fees	3.50	5.70
Ms. Ritu Goyal	Sitting fees	7.90	4.40
Mr. Gauri Shankar	Sitting fees	5.50	5.80
Mr. Rakesh Kumar Srivastava	Sitting fees	5.10	5.50
Mr. Neetesh Gupta	Remuneration	14.24	-
Mrs. Ramneek Khandpur	Remuneration	8.50	6.01
Mrs. Seema Dahiya	Remuneration	7.20	8.47

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Other related parties

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Mrs. Renu Gupta	Advance against Property	-	2,965.00
Mr. Mukesh Kumar Gupta	Rent expense	1.80	1.60
Mr. Mukesh Kumar Gupta	Loan received	10.00	-
Mr. Ashok Gupta	Loan received	40.00	10.00
Mr. Ashok Gupta	Loan received	-	1,600.00
Mrs. Renu Gupta	Loan received	-	400.00
Mr. Ashok Gupta	Loan repaid	-	1,790.00
Mrs. Renu Gupta	Loan repaid	-	400.00
Mr. Ashok Gupta	Loan Amount Written Back	-	190.00
Teleecare Network India Private Limited	Sales of goods/ service (excluding GST)	-	6,068.80
GDN Enterprises Private Limited	Sales of goods/ service (excluding GST)	9,737.85	-
Ace Mobile Manufacturers Private Limited	Sales of goods/ service (excluding GST)	174.48	1,833.12
MPS Telecom Retail Private Limited	Sales of goods/ service (excluding GST)	-	761.64
International Value Retail Private Limited	Sales of goods/ service (excluding GST)	-	3,447.18
Optiemus Electronics Limited	Sales of goods/ service (excluding GST)	-	725.24
Skyweb Infotech Limited	Rental income	1.20	1.05
Optiemus Telecommunication Private Limited	Rental income	1.20	1.05
Bharat Innovative Glass Technologies Private Limited	Rental income	1.20	1.20
G R A Enterprises Private Limited	Rental income	1.20	1.20
MPS Telecom Retail Private Limited	Rental income	1.69	1.05
Optiemus Electronics Limited	Rental income	31.04	6.50
Insat Exports Private Limited	Rental income	1.20	1.20
South West Infra Designs Private Limited	Rental income	1.20	1.20
Optiemus Unmanned Systems Private Limited	Rental income	1.20	0.92
Roots Network LLP	Rental income	1.20	0.47

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Mobiphone Network India Limited	Rental income	1.20	-
Optiemus Display Technology Private Limited	Rental income	0.80	-
Optiemus Micro Electronics Private Limited	Rental income	0.79	-
Optiemus Vision Technology Private Limited	Rental income	0.80	-
XO Ventures Private Limited	Rental income	0.55	-
Teleecare Network India Private Limited	Rental income	0.84	0.84
Besmarty Technologies Private Limited	Rental income	-	0.78
FineMS Electronics Private Limited	Rental income	-	0.02
Ace Mobile Manufacturers Private Limited	Rental income	12.00	-
International Value Retail Private Limited	Rental income	14.00	24.00
Optiemus Electronics Limited	Rent expense	251.37	192.15
Ace Mobile Manufacturers Private Limited	Rent expense	24.00	14.40
GDN Enterprises Private Limited	Rent expense	6.58	0.79
Optiemus Electronics Limited	Job Work Charges	905.85	4,418.25
GDN Enterprises Private Limited	Other income	-	305.60
Optiemus Electronics Limited	Other income	-	245.10
Bharat Innovative Glass Technologies Private Limited	Reimbursement of expenses	-	619.75
Optiemus Unmanned Systems Private Limited	Reimbursement of expenses	18.71	57.53
Optiemus Electronics Limited	Reimbursement of expenses	59.52	28.35
GDN Enterprises Private Limited	Reimbursement of expenses	34.02	28.35
International Value Retail Private Limited	Reimbursement of expenses	1.17	1.28
Corning Incorporated, USA	Reimbursement of expenses	-	203.30

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
Corning Technologies India Private Limited	Reimbursement of expenses	153.02	159.20
Teleecare Network India Private Limited	Purchases of goods (excluding GST)	-	13,970.01
Ace Mobile Manufacturers Private Limited	Purchases of goods (excluding GST)	2.51	-
International Value Retail Private Limited	Purchases of goods (excluding GST)	440.60	14,929.18
MPS Telecom Retail Private Limited	Purchases of goods (excluding GST)	1,649.73	-
Optiemus Electronics Limited	Purchases of goods (excluding GST)	-	0.28
Skyweb Infotech Limited	Purchases of goods (excluding GST)	-	1,224.15
Optiemus Unmanned Systems Private Limited	Purchases of goods (excluding GST)	-	0.10
Corning Speciality Materials Incorporated	Purchases of goods (excluding GST)	35.18	-
G R A Enterprises Private Limited	Impairment of Advances Given	-	18.87
Optiemus Electronics Limited	Loans repaid by the related party	-	9,724.00
GDN Enterprises Private Limited	Loans repaid by the related party	-	4,994.41
Insat Exports Private Limited	Loans repaid by the related party	-	41.00
FineMS Electronics Private Limited	Advance returned	-	21.95
Teleecare Network India Private Limited	Advance from customer	50.00	-
Mr. Ashok Gupta	Advance from customer	6.26	-
GDN Enterprises Private Limited	Advance from customer	16.73	-
Optiemus Electronics Limited	Advance from customer	160.00	-
Optiemus Unmanned Systems Private Limited	Advance to creditors	690.84	825.01
Ace Mobile Manufacturers Private Limited	Advance to creditors	3,698.89	-
Optiemus Electronics Limited	Advance to creditors	400.00	-

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2026	March 31, 2025
GDN Enterprises Private Limited	Advance to creditors	16.73	-
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	(6.23)	6.23
Bharat Innovative Glass Technologies Private Limited	Advance given for acquisition	-	2,100.00
MPS Telecom Retail Private Limited	Interest Received	151.15	-

(ii) Summary of outstanding balances with above related parties are as follows:

Particulars	Nature of Transaction	Balance as on	
		March 31, 2026	March 31, 2025
Optiemus Telecommunication Private Limited	Trade receivables	-	0.35
G R A Enterprises Private Limited	Trade receivables	0.35	1.42
South West Infra Designs Private Limited	Trade receivables	-	1.42
Roots Network LLP	Trade receivables	-	0.47
Optiemus Unmanned Systems Private Limited	Trade receivables	-	0.35
Teleecare Network India Private Limited	Trade receivables	155.13	7,743.34
International Value Retail Private Limited	Trade receivables	3,544.76	4,064.23
Teleecare Network India Private Limited	Advance from customer	50.00	-
Optiemus Unmanned Systems Private Limited	Advance from customer	0.08	-
GDN Enterprises Private Limited	Advance from customer	16.73	-
Optiemus Electronics Limited	Advance from customer	129.54	-
Mr. Ashok Gupta	Advance from customer	6.26	-
XO Ventures Private Limited	Advance from customer	400.00	-
Optiemus Unmanned Systems Private Limited	Advance to creditor	1,515.85	825.01
Ace Mobile Manufacturers Private Limited	Advance to creditor	3,948.89	4,347.22

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Nature of Transaction	Balance as on	
		March 31, 2026	March 31, 2025
MPS Telecom Retail Private Limited	Advance to creditor	522.64	-
Mr. Mukesh Kumar Gupta	Trade payable	0.05	-
MPS Telecom Retail Private Limited	Trade payable	1,945.03	-
Insat Exports Private Limited	Trade payable	38.11	-
Optiemus Electronics Limited	Trade payable	10,288.55	1,441.46
Corning Incorporated, USA	Trade payable	-	172.80
Corning Technologies India Private Limited	Trade payable	40.38	150.19
Corning Specialty Materials Inc	Trade payable	8.27	-
Mrs. Renu Gupta	Advance against property	4,200.00	4,665.00
Mr. Ashok Gupta	Loans received	50.00	10.00
Mr. Mukesh Kumar Gupta	Loans received	10.00	-
Optiemus Unmanned Systems Private Limited	Reimbusement of Expenses	-	1.12
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	-	6.23

* The remuneration to key managerial personnel does not include the provisions made for gratuity, as they are determined on actuarial basis for the company as a whole.

Ceased to be an Independent Director of the Company upon completion of 2 (Two) consecutive terms of 5 (Five) years from the closure of business hours of October 27, 2025.

32.(I)DETAILS OF LONG TERM BORROWINGS (INCLUDING CURRENT MATURITIES) AS AT MARCH 31, 2026

Particulars	Long Term Borrowings	Current maturities of long term borrowings	Total Long term borrowings
Term loans (for details Refer (A) below)	19,875.78	1,962.45	21,838.23
Vehicle loans (for details Refer (B) below)	184.11	26.96	211.08
Carrying value of term loans from banks	**20,059.89**	**1,989.41**	**22,049.30**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

A. Term loans from banks:

Lender	Nature of Loan	As at March 31, 2026		Nature of Securities	Terms of Repayment	Interest Rate
		Non Current	Current			
ICICI Bank Limited	Term Loan-1	100.00	50.00	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	36 equal monthly instalments ending in August 2029.	9.00%
	Term Loan-2	915.25	457.63	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	36 equal monthly instalments ending in March 2029.	9.00%
	Term Loan-3	1,003.21	415.12	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	41 equal monthly instalments ending in July 2029.	8.45%
	Term Loan-4	349.25	139.70	1. First pari passu charge on enitre movable fixed assets of the Group. 2. First pari passu charge on enitre current assets of the Group	42 equal monthly instalments ending in October 2029.	8.45%
	Term Loan-5	500.00	200.00	1. First pari passu charge on enitre movable fixed assets of the Group. 2. First pari passu charge on enitre current assets of the Group	42 equal monthly instalments ending in October 2029.	8.45%
CSB Bank Limited	Term Loan-6	1,575.00	700.00	1. First Pari Passu charge on the movable fixed assets of the Group. 2. Second Pari Passu charge on the current assets of the Group with first charge being held by working capital lenders.	39 equal monthly instalments ending in May 2029.	9.85%
State Bank of India	Term Loan-7	15,433.07	-	Rupee loan from bank is secured by an exclusive first charge by way of hypothecation on all property, plant and equipment and capital work in progress.	120 monthly installments ending in September 2038.	0.70% above Marginal Cost of Funds Based Lending Rate (MCLR) - 6 month
Total		**19,875.78**	**1,962.45**			

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

B. Vehicle loans from banks:

Lender	Nature of Loan	As at March 31, 2026		Nature of Securities	Terms of Repayment	Coupon/ Interest Rate
		Non Current	Current			
HDFC Bank Limited	Vehicle Loan-1	5.76	1.37	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	15 equal monthly instalments ending in June 2027.	7.35%
	Vehicle Loan-2	5.76	1.37	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	15 equal monthly instalments ending in June 2027.	7.35%
	Vehicle Loan-3	8.84	1.10	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	25 equal monthly instalments ending in April 2028.	8.50%
	Vehicle Loan-4	13.41	0.93	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	40 equal monthly instalments ending in July 2029.	9.35%
	Vehicle Loan-5	90.83	6.10	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	41 equal monthly instalments ending in August 2029.	9.25%
Toyota Financial Services India imited	Vehicle Loan-6	13.50	1.36	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	30 equal monthly instalments ending in September 2028.	8.76%
Mercedes-Benz Financial Services	Vehicle Loan-7	46.02	14.72	Vehicle loans are secured by hypothecation of vehicles acquired against such loan	44 equal monthly instalments ending in November 2029.	8.60%
		184.11	**26.96**			

(II) DETAILS OF LONG TERM BORROWINGS (INCLUDING CURRENT MATURITIES) AS AT MARCH 31, 2025

Particulars	Long Term Borrowings	Current maturities of long term borrowings	Total Long term borrowings
Term loans from banks (for details Refer (A) below)	6,405.16	1,962.46	8,367.62
Vehicle Loan from Bank (for details Refer (B) below)	219.98	50.99	270.97
Carrying value of term loans from banks	**6,625.14**	**2,013.45**	**8,638.59**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

A. Term loans from banks:

Lender	Nature of Loan	As at March 31, 2025		Nature of Securities	Terms of Repayment	Coupon/ Interest Rate
		Non Current	Current			
ICICI Bank Limited	Term Loan-1	150.00	50.00	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	48 equal monthly instalments ending in August 2029.	9.20%
	Term Loan-2	1,372.88	457.63	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	48 equal monthly instalments ending in March 2029.	9.85%
	Term Loan-3	1,418.33	415.12	1. First Pari Passu charge on the movable fixed assets of the Group. 2. First Pari Passu charge on the current assets of the Group.	53 equal monthly instalments ending in July 2029.	9.25%
	Term Loan-4	488.95	139.70	1) First pari passu charge on enitre movable fixed assets of the Group. 2) First pari passu charge on enitre current assets of the Group	54 equal monthly instalments ending in October 2029.	9.20%
	Term Loan-5	700.00	200.00	1) First pari passu charge on enitre movable fixed assets of the Group. 2) First pari passu charge on enitre current assets of the Group	54 equal monthly instalments ending in October 2029.	9.20%
CSB Bank Limited	Term Loan-6	2,275.00	700.00	1. First Pari Passu charge on the movable fixed assets of the Group. 2. Second Pari Passu charge on the current assets of the Group with first charge being held by working capital lenders.	51 equal monthly instalments ending in May 2029.	9.25%
Total		**6,405.16**	**1,962.45**			

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

B. Vehicle loans from banks:

Lender	Nature of Loan	As at March 31, 2025		Nature of Securities	Terms of Repayment	Coupon/ Interest Rate
		Non Current	Current			
HDFC Bank Limited	Vehicle Loan-1	9.81	2.58	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	27 equal monthly instalments ending in June 2027.	7.35%
	Vehicle Loan-2	9.81	2.58	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	27 equal monthly instalments ending in June 2027.	7.35%
	Vehicle Loan-3	12.08	2.05	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	37 equal monthly instalments ending in April 2028.	8.50%
	Vehicle Loan-4	14.50	3.34	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	52 equal monthly instalments ending in July 2029.	9.35%
	Vehicle Loan-5	97.97	22.02	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	53 equal monthly instalments ending in August 2029.	9.25%
Toyota Financial Services India imited	Vehicle Loan-6	15.07	4.92	Vehicle loan are secured by hypothecation of vehicles acquired against such loans	42 equal monthly instalments ending in September 2028.	8.76%
Mercedes-Benz Financial Services	Vehicle Loan-7	60.74	13.51	Vehicle loans are secured by hypothecation of vehicles acquired against such loan	56 equal monthly instalments ending in November 2029.	8.60%
Total		**219.98**	**50.99**			

33. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainties about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same is explained in Note No. 2.2.20

Useful life of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. The policy for the same is explained in Note No. 2.2.7

Provisions and contingent liabilities

A provision is recognised when the Group has a present obligation as a result of past event if it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Defined benefit plans (Gratuity Benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note No. 35.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Carrying value and approximate fair values of financial instruments are same.

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed price contracts. The use of percentage-of-completion method required the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting period. The policy for the same is explained in Note 2.2.5.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's senior management oversees the risk management framework and monitoring the Group's risk management. The risk management ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

The risk management aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Liquidity risk
- Credit risk

A. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings, lease liabilities. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

I- Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities when transactions are denominated in a different currency from the Group's functional currency.

Foreign currency rate sensitivity

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

The foreign currency risks from financial instruments as of March 31, 2026 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount INR in Lakhs
Trade payable	USD	2,28,17,577.95	21,597.82
Trade payable	CNY	5,30,56,359.21	7,231.58
Trade payable	JPY	-	-
Trade payable	RMB	-	-

The foreign currency risks from financial instruments as of March 31, 2025 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount INR in Lakhs
Trade payable	USD	3,42,42,143.10	29,304.91
Trade payable	CNY	52,32,380.41	616.27
Trade payable	JPY	8,13,37,000.00	464.35
Trade payable	RMB	4,330.00	0.51

II- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The borrowings as at March 31, 2026 is ₹ 30,604.86 Lakhs (previous year ₹ 12,923.41 Lakhs) which are interest bearing and interest rates are variable.

B. Liquidity risk

a. Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. The Group has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b. The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

c. The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group believes that the working capital is sufficient to meet its current requirements.

The tables include principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Maturities of financial liabilities

As at March 31, 2026

Particulars	Less than 12 Months	More than 12 Months	Total	Carrying Value
Long term borrowings	-	20,069.89	20,069.89	20,069.89
Short term borrowings including current maturities of long term debt	10,594.97	-	10,594.97	10,594.97
Trade payables	51,600.90	-	51,600.90	51,600.90
Lease liability	841.80	5,775.55	6,617.35	6,617.35
Other financial liabilities	4,296.19	602.41	4,898.60	4,898.60

As at March 31, 2025

Particulars	Less than 12 Months	More than 12 Months	Total	Carrying Value
Long term borrowings	-	6,625.14	6,625.14	6,625.14
Short term borrowings including current maturities of long term debt	6,308.27	-	6,308.27	6,308.27
Trade payables	60,759.87	-	60,759.87	60,759.87
Lease liability	585.96	6,234.95	6,820.91	6,820.91
Other financial liabilities	904.25	442.95	1,347.20	1,347.20

The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Maturities of financial assets

As at March 31, 2026

Particulars	Less than 12 Months	More than 12 Months	Total	Carrying Value
Other financial assets	183.45	793.33	976.78	976.78
Investments	-	8,749.04	8,749.04	8,749.04
Trade receivables	29,760.48	-	29,760.48	29,760.48
Cash and cash equivalents	3,186.01	-	3,186.01	3,186.01
Loans	-	52.15	52.15	52.15
Bank balances other than cash and cash equivalent	995.45	-	995.45	995.45

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Maturities of financial assets

As at March 31, 2025

Particulars	Less than 12 Months	More than 12 Months	Total	Carrying Value
Other financial assets	274.49	1,014.29	1,288.77	1,288.77
Investments	-	6,466.74	6,466.74	6,466.74
Trade receivables	59,993.44	-	59,993.44	59,993.44
Cash and cash equivalents	14,433.64	-	14,433.64	14,433.64
Loans	-	52.15	52.15	52.15
Bank balances other than cash and cash equivalent	145.77	-	145.77	145.77

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Net Debt		
a. Borrowings*		
– Non current	20,069.89	6,625.14
– Current (including current maturities of long term debt)	10,594.97	6,308.27
b. Cash and cash equivalents	3,186.01	14,433.64
Net Debt/(Surplus)	**27,478.85**	**(1,500.23)**
Total Equity	**77,664.17**	**66,529.50**
Net Debt to Equity Ratio	**0.35**	**(0.02)**

*Excluding Lease liabilities

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

C. Credit Risk

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 29,760.48 lakhs and ₹ 59,993.44 lakhs as of March 31, 2026 and March 31, 2025, respectively. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business.

Credit Risk Exposure

The Group has used a practical expedient by computing the expected loss allowance for trade receivables based on historical credit loss experience and adjustments for forward looking information.

For Trade receivables ageing refer note 45

The allowance for lifetime expected credit loss on customer balances for the year ended March 31, 2026 was ₹ 284.36 Lakhs (Previous year ₹190.29 Lakhs).

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance at the beginning	**190.29**	**362.34**
Expected credit loss recognised	147.93	115.16
Reversed during the year	53.87	287.21
Balance at the end	**284.36**	**190.29**

The provision for loss allowances of trade receivables have been made by the management on the evaluation of trade receivables. The management at each reporting period made an assessment on recoverability of balances and on the best estimate basis the provision for loss allowances have been created.

35. EMPLOYEE BENEFIT OBLIGATIONS

A. Defined Contribution Plan

Provident Fund and Other Funds : A defined contribution plan is a post-employment benefit plan under which the group pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 and other acts to the government. The Group's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The Group's obligation is limited to the amounts contributed by it.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contribution to provident fund and other funds		
a. Contribution to provident fund	81.08	79.30
b. Contribution to employee state insurance	5.27	3.99
	86.34	**83.29**

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

B. Gratuity

Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/ termination/resignation. The Group makes provision of such gratuity asset/ liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Defined benefit obligation		
Balance as at the beginning of the year	147.90	116.98
Current service cost	42.93	39.09
Interest cost	10.16	9.36
Past Service cost	0.38	-
Benefits paid	(18.76)	(6.83)
Remeasurement (gains)/losses in other comprehensive income	(24.98)	(10.70)
Balance as at the end of the year	**157.63**	**147.90**

Reconciliation of the opening and closing balances of the fair value of plan assets

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Fair value of plan assets		
Balance as at beginning of the year	67.06	68.88
Expected return on plan assets	4.69	4.82
Actuarial gains and losses	0.42	0.19
Contributions by the employer	10.00	-
Benefits paid	(10.62)	(6.83)
Balance as at end of the year	**71.55**	**67.06**

The above mentioned plan assets are entirely represented by funds invested with Life Insurance Corporation (LIC) of India.

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Total expense recognised in profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current service cost	42.93	39.09
Past Service cost	0.38	-
Interest cost	10.16	9.36
Expected return on plan assets	(4.69)	(4.65)
	48.77	**43.80**

Total amount recognised in other comprehensive income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cumulative unrecognized actuarial (gain)/loss opening. B/F	**(85.28)**	**(74.22)**
Actuarial (gain)/loss – obligation	(24.98)	(10.70)
Actuarial (gain)/loss – plan assets	(0.42)	(0.36)
Total Actuarial (gain)/loss	**(25.40)**	**(11.06)**
Cumulative total actuarial (gain)/loss. C/F	**(110.68)**	**(85.28)**

Due to its defined benefit plans, the group is exposed to the following significant risks:

Changes in bond yields – A decrease in bond yields will increase plan liability.

Salary risk – The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Principal actuarial assumptions used as at the end of the reporting period

Particulars	March 31, 2026	March 31, 2025
Discount rates	7.00%	6.75%
Expected rates of return on any plan assets	7.00%	6.75%
Expected rates of salary increase	6.00%	6.00%
Employee turnover		
Upto 30 years	10.00%	10.00%
From 31 to 44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%
Retirement age	60	60

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Sensitivity analysis of the defined benefit obligation

Particulars		Year ended March 31, 2026	Year ended March 31, 2025
a)	**Impact of the change in discount rate**		
	Present value of obligation at the end of the period		
	Impact due to increase of 1 %	148.79	140.38
	Impact due to decrease of 1 %	167.69	156.51
b)	**Impact of the change in salary increase**		
	Present value of obligation at the end of the period		
	Impact due to increase of 1 %	167.63	156.40
	Impact due to decrease of 1 %	148.68	140.33

- The estimates of rate of escalation in salary considered in acturial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. However, no explicit allowance is used for disability. The above information is as certified by the actuary.
- Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for estimated term of the obligations.
- The sensitivity analysis above may not be representative of the actual change in the defined benefit obligation as it is unlikely that change in assumption would occur in isolation of one another as some assumptions may be correlated.
- The methods and type of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

C. Compensated absences:

The provision for compensated absences covers the liability for earned leave as per actuarial valuation. The amount of provision recognised is ₹ 23.13 Lakhs (March 31, 2025 ₹ Nil).

Actuarial assumptions for compensated absences are as below

Particulars	March 31, 2026	March 31, 2025
Discounting rate	7.00 % per annum	-
Future increase salary	6.00 % per annum	-

Liability for compensated absences is recognised on the basis of actuarial valuation as per Projected Unit Credit Method

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

36. DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
– Principal amount due to micro and small enterprises	1,260.81	605.99
– Interest due on above	265.59	80.65
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	265.59	80.65
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act 2006	-	-

37. COMPOSITION OF GROUP

The information about the composition of group at the end of reporting year is as follows:

(a) The group's investments in subsidiaries are as under:

Name of the subsidiaries	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
Optiemus Infracom (Singapore) Pte Ltd.	Singapore	100.00%	100.00%	At cost
Optiemus Electronics Limited	India	100.00%	100.00%	At cost
GDN Enterprises Private Limited	India	100.00%	100.00%	At cost
Troosol Enterprises Private Limited	India	60.00%	60.00%	At cost
FineMS Electronics Private Limited	India	60.00%	60.00%	At cost
Bharat Innovative Glass Technologies Private Limited	India	70.00%	70.00%	At cost

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Name of the subsidiaries	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
Optiemus Unmanned Systems Private Limited	India	100.00%	100.00%	At cost
Optiemus Display Technology Private Limited*	India	100.00%	Nil	At cost
Optiemus Vision Technology Private Limited*	India	100.00%	Nil	At cost
Optiemus Micro Electronics Private Limited*	India	100.00%	Nil	At cost
XO Ventures Private Limited*	India	100.00%	Nil	At cost
The Factory Private Limited*	India	65.00%	Nil	At cost

*incorporated during the year

(b) The group's investment in associate is as under:

Name of the associates	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
Teleecare Network India Private Limited	India	46.22%	46.22%	At FVTPL

(c) The group's investment in step-down subsidiary is as under:

Name of the step-down subsidiary	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
Optiemus Telecommunication Private Limited	India	74.00%	74.00%	At cost

(d) The group's investment in joint venture is as under:

Name of the joint venture	Country of Incorporation	Portion of ownership interest as at March 31, 2026	Portion of ownership interest as at March 31, 2025	Method used to account for the investment
WIN Technology	India	90.00%	90.00%	At cost

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38. COMMITMENTS AND CONTINGENCIES

a. Contingent liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Claims against the group not acknowledged as debts (refer detailed annexure)		
Indirect tax matters	1,537.15	1,883.13
Other litigations	3,205.64	3,205.64

Nature	Financial year	Year ended March 31, 2026	Year ended March 31, 2025
Sales Tax Chandigarh	2014-15	1.62	1.62
Sales Tax Delhi	2017-18	140.99	-
Sales Tax Haryana	2013-14	-	20.41
Sales Tax Haryana	2014-15	-	5.09
Sales Tax Haryana	2015-16	-	7.45
Sales Tax Bihar	2011-12	29.19	29.19
Sales Tax Bihar	2012-13	9.75	9.75
Sales Tax Bihar	2013-14	7.46	7.46
Sales Tax Uttar Pradesh	2011-12	-	25.18
Sales Tax Uttar Pradesh	2013-14	44.51	44.51
Sales Tax Uttar Pradesh	2018-19	37.94	-
Sales Tax Karnataka	2014-15	2.90	2.90
Sales Tax Gujarat	2013-14	10.14	10.14
Sales Tax Gujarat	2014-15	185.37	185.37
Sales Tax Gujarat	2015-16	7.33	7.33
Sales Tax Maharashtra	2015-16	21.08	21.08
Sales Tax Kerala	2017-18	12.31	12.31
Sales Tax Madhya Pradesh	2015-16	53.00	53.00
Sales Tax Madhya Pradesh	2017-18	12.55	12.55
Sales Tax Madhya Pradesh	2017-18	43.22	43.22
Sales Tax Uttar Pradesh	2017-18	4.46	4.46
Service Tax	2014-18	490.92	490.92
GST Demand	2017-18	422.40	422.40
Custom Demand	2018-19	-	466.78
Arbitration/ Appeal under High Court	2019-20	3,039.11	3,039.11
Arbitration/Litigations	2022-23	166.53	166.53

Note 1: On 1 February 2017, the Group entered into a License Agreement with BlackBerry Limited ("BlackBerry"). BlackBerry claims unpaid minimum software license fees of approximately US$22.52

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million. In July 2024, BlackBerry filed a petition before the High Court of Justice, Business and Property Courts of England and Wales, seeking summary judgment against the Group. The Group opposed the petition on the basis that BlackBerry had not fulfilled certain contractual obligations, including the obligation to provide software for two devices per year over a five-year period in respect of the licenses for which payment is claimed. BlackBerry subsequently elected not to proceed with its summary judgment application.

On 19 December 2025, the High Court issued a judgment determining that BlackBerry's conduct amounted to an abuse of process and granted the Group permission to apply to the Court of Appeal to strike out BlackBerry's claim on those grounds. On 18 March 2026, the Group filed its defence and counterclaim against BlackBerry, with the counterclaim amounting to US$22.43 million.

Based on the current stage of the proceedings, the facts available and the external legal advice received, management believes that it is not probable that a material liability — whether in respect of the amount claimed or incidental legal costs, and whether arising through judgment or settlement — will arise from this matter. Accordingly, no provision has been recognised in these financial statements. The Group will continue to monitor developments and reassess its position as necessary.

Note 2: During the year, the Group has written back a trade payable amounting to ₹28.28 lakhs relating to M Monks Digital Media Private Limited, as management, based on the facts and circumstances existing at the reporting date, concluded that no present obligation existed warranting recognition of the liability in the books of account.

However, the matter remains under dispute between the parties and is subject to ongoing discussions and/or legal resolution, as applicable. The existence of any obligation, if at all, would be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

The above is being disclosed by way of a note to the financial statements for information purposes only, and the amount of ₹28.28 lakhs has not been recognised or disclosed as a contingent liability. The management believes that the ultimate outcome of the matter cannot presently be determined with reasonable certainty and, accordingly, no provision has been recognised in the financial statements.

b. Corporate guarantee

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2026	Year ended March 31, 2025
GDN Enterprises Private Limited	IndusInd Bank Limited	Working Capital	5,290.00	5,290.00
GDN Enterprises Private Limited	ICICI Bank Limited	Working Capital	2,500.00	2,500.00
Optiemus Electronics Limited	IndusInd Bank Limited	Working Capital	5,000.00	10,000.00
Optiemus Electronics Limited	ICICI Bank Limited	Working Capital	5,000.00	5,000.00
Optiemus Electronics Limited	CSB Bank Limited	Working Capital	3,550.00	3,550.00
Optiemus Electronics Limited	Lianzhou Technologies Co. Ltd.	For Securing open credit arrangements for import of materials	4,500.00	-

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(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2026	Year ended March 31, 2025
Optiemus Electronics Limited	Axis Bank Limited	Working Capital	3,000.00	-
Bharat Innovative Glass Technologies Private Limited	State Bank of India	Working Capital & Capex	44,700.00	44,700.00
Ace Mobile Manufacturers Private Limited	ICICI Bank Limited	For Securing the credit facilities	2,000.00	2,000.00

Notes:

(i) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/ authorities.

(ii) The Group does not expect any reimbursements in respect of the above contingent liabilities.

(iii) The Group's pending litigations comprise of claims against the Group pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required or disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its consolidated financial statements.

39. FAIR VALUE MEASUREMENTS

a. Break-up of financial instruments carried at fair value through profit or loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Financial assets		
Investments	8,749.04	6,466.74
	8,749.04	**6,466.74**

b. Break-up of financial instruments carried at amortised costs

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Loans		
– Non-current	52.15	52.15
– Current	-	-
Trade receivables	29,760.48	59,993.44
Cash and cash equivalents	3,186.01	14,433.64
Bank balances other than cash and cash equivalents	995.45	145.77

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Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Other financial assets		
– Non-current	793.33	1,014.29
– Current	183.45	274.49
	34,970.87	**75,913.77**
Financial liabilities		
Borrowings		
– Non current	20,069.89	6,625.14
– Current (including current maturities of long term borrowings)	10,594.97	6,308.27
Trade payables	51,600.90	60,759.87
Lease liabilities		
– Non-current	5,775.55	6,234.95
– Current	841.80	585.96
Other financial liabilities		
– Non-current	602.41	442.95
– Current	4,296.19	904.25
	93,781.71	**81,861.39**

Carrying value and approximate fair values of financial instruments are same.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level I: includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level II: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Level III: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset are included in level 3. The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

i. Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

ii. The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use Unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

iii. The fair values of the remaining fair value through other comprehensive income "FVTOCI" financial assets are derived from quoted market prices in active markets.

40. CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Companies Act, 2013, a Group, meeting the applicability threshold, needs to spend at least 2% of average net profit of the immediately preceding three financial years on Corporate Social Responsibility ('CSR') activities. The nature of CSR activities identified are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation and environment sustainability. The Group has formed a CSR committee as per the Act.

(i) The amount spent by the Group on CSR activates is as below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gross amount required to be spent by the Group	109.22	65.62
Total	**109.22**	**65.62**
Amount spent by the Group		
Expenditure/payments		
Vision Foundation	-	65.62
Nai Disha	110.00	-
Total expenditure	**110.00**	**65.62**
Shortfall at the end of the year	**(0.78)**	**-**

Note: There is no payment made to related parties

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Details of CSR expenditure under section 135(5) of the Act in respect of other than ongoing projects

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance as at the beginning of the year	-	-
Amount required to be spent during the period	109.22	65.62
Amount deposited in a specified fund of Schedule VII of the Act with in 6 months	-	-
Amount spent during the year	110.00	65.62
Shortfall/(excess) as at the closing of the year	**(0.78)**	**-**

(iii) Details of excess CSR expenditure under section 135(5) of the Act

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance excess spent as at the beginning of the year	-	-
Amount required to be spent during the year	(0.78)	(0.00)
Amount spent during the year	-	0.00
Shortfall/(excess) as at the closing of the year	**(0.78)**	**-**

(iv) These is no payment made to related parties

41. SEGMENT REPORTING

The Group has identified business segments. Business segments are primarily of Manufacturing of electronic products like Mobile Phones, Hearables & Wearables, Telecom Products, IOT Devices, Modules, PCBA , cameras etc. and Trading and distribution of electronics goods. 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.

The group organized its operations as four major businesses, each reportable segment is as follows:

1. **Trading and Distribution**
2. **Manufacturing business**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Segment revenue		
a) Trading and Distribution	75,593.66	60,020.03
b) Manufacturing business	1,11,911.81	1,34,123.52
Total	**1,87,505.47**	**1,94,143.55**
Less: Inter segment revenue	(10,643.71)	(5,143.87)
Net sales/income from operations	**1,76,861.76**	**1,88,999.68**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Segment results		
Profit before interest & tax		
a) Trading and Distribution	2,763.50	1,839.19
b) Manufacturing business	4,572.44	6,769.53
Total	**7,335.94**	**8,608.72**
Less:		
(a) Interest	2,308.00	3,003.01
(b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	(4,038.62)	(2,062.02)
Total profit before tax	**9,066.56**	**7,667.73**

Segment Assets	As at March 31, 2026	As at March 31, 2025
a) Trading and Distribution	73,109.61	77,134.96
b) Manufacturing business	1,62,968.31	1,09,231.60
Less: Inter segment	(52,261.15)	(31,308.40)
Other unallocated assets	-	-
Total segment assets	**1,83,816.77**	**1,55,058.16**

Segment Liabilities	As at March 31, 2026	As at March 31, 2025
a) Trading and Distribution	3,809.31	17,875.02
b) Manufacturing business	1,10,156.38	70,143.33
Less: Inter segment	(12,350.67)	510.31
Other unallocated liabilities	-	-
Total segment liabilities	**1,01,615.02**	**88,528.66**

42. THE NEW LABOUR CODES RELATING TO EMPLOYEE BENEFITS

Pursuant to the notification issued by the Ministry of Labour and Employment, multiple existing labour legislations have been consolidated into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes' which became effective from November 21, 2025. The Group has assessed its employee benefit obligations in accordance with the revised definition of wages and concluded that no liability arises on the Group and the impact is NIL. The Ministry is in the process of notifying related rules to the New Labour Codes and impact of those, if any, will be evaluated and accounted for in the period in which they are notified.

43. OTHER STATUTORY INFORMATION

(i) In respect of immovable properties (other than properties where the group is the lessee and the lease agreements are duly executed in favour of the lessee), the group does not hold any such property as at the reporting date.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Details of benami property: No proceedings have been initiated or are pending against the group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(iii) Disclosure of transactions with struck off companies: The group did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the financial year.

(iv) The group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) Details of crypto currency or virtual currency: The group has not traded or invested in crypto currency or virtual currency during the respective financial years/period.

(vi) Utilization of borrowed funds and share premium: The group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(vii) Utilization of borrowed funds and share premium: The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) Undisclosed income: The group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the relevant provisions of the Income Tax Act, 1961)

(ix) The group has not been declared wilful defaulter by any bank or financial institution or other lender.

(x) Compliance with approved scheme(s) of arrangements: The group does not have any scheme of arrangements which have been approved by the competent authority in terms of sections 230 to 237 of the Act.

(xi) Compliance with number of layers of companies: The group has complied with the number of layers prescribed under Section 2(87) of the Act read with the Companies (Restriction on Number of Layers) Rules, 2017.

(xii) Security of current assets against borrowings: The Group has been sanctioned working capital limits in excess of ₹ 500 lakhs in aggregate from Banks/financial institutions on the basis of security of current assets. There were no material differences between the books of accounts and Quarterly returns/statements filed with such Banks/ financial institutions for financial year 2025-2026.

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

44. TRADE PAYABLES AGEING

Particulars	As at March 31, 2026						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	11.15	1,111.37	65.34	64.25	8.71	1,260.81
(ii) Others	74.98	74.85	48,463.81	538.38	1,110.37	77.70	50,340.09
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	74.98	**86.00**	**49,575.18**	**603.72**	**1,174.61**	**86.41**	**51,600.90**

Particulars	As at March 31, 2025						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	571.15	26.13	8.71	-	605.99
(ii) Others	-	-	57,859.08	1,786.03	452.52	27.96	60,125.59
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	28.29	-	-	-	28.29
	-	**-**	**58,458.52**	**1,812.16**	**461.23**	**27.96**	**60,759.87**

Notes:

- The amounts are unsecured and non - interest bearing and are usually on varying trade terms.
- Identification of Micro and Small Enterprises is on the basis of intimation received from vendors.
- Details of dues to micro, small and medium enterprises as defined under MSMED Act, 2006.

45. TRADE RECEIVABLE AGEING

Particulars	As at March 31, 2026					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	26,307.73	154.63	2,414.23	58.30	-	**28,934.89**
(ii) Undisputed Trade receivables - which have significant increase in credit risk	344.38	117.42	227.84	-	0.00	**689.64**
(iii) Undisputed Trade receivables - credit impaired	196.82	0.00	20.84	123.57	75.48	**416.71**
(iv) Disputed Trade receivables - credit impaired	-	-	1.92	1.67	-	**3.59**
	26,848.93	**272.05**	**2,664.83**	**183.54**	**75.48**	**30,044.84**
Less: Allowance for credit losses	(65.14)	(19.55)	(28.83)	(95.36)	(75.48)	**(284.36)**
Net Trade Receivables	**26,783.79**	**252.51**	**2,636.00**	**88.18**	**0.00**	**29,760.48**

NOTES TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

For the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	59,060.33	844.74	80.94	-	-	**59,986.00**
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade receivables – credit impaired	-	0.01	121.55	1.01	73.47	**196.03**
(iv) Disputed Trade receivables - credit impaired	-	-	0.03	1.67	-	**1.70**
	59,060.33	**844.75**	**202.51**	**2.68**	**73.47**	**60,183.73**
Less: Allowance for credit losses	(14.80)	(39.05)	(61.31)	(1.67)	(73.47)	**(190.29)**
Net Trade Receivables	**59,045.53**	**805.70**	**141.20**	**1.01**	**0.00**	**59,993.44**

•No Trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

46. The figures have been rounded off to the nearest lakhs of rupees. The figure 0.00 wherever stated represents value less than ₹ 50,000/-.

47. There are no subsequent event observed after the reporting period which have material impact on the Group's operation.

48. Figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

49. Note No.1 to 48 form integral part of the Balance Sheet and Statement of Profit and Loss.

As per our attached report of even date

For **Mukesh Raj & Co.**
Chartered Accountants
ICAI Firm's Registration Number : 016693N

Monika Goel
Partner
ICAI Membership Number : 094072

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place : Noida (Uttar Pradesh)
Date : May 30, 2026

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Monday, the 28th Day of September, 2026 at 11:30 A.M. (IST) through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")** to transact the following business. The Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024 shall be deemed as the venue of this meeting.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Gauri Shankar (DIN: 06764026) as an Independent Director of the Company for a second term of five consecutive years**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")**, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors **("the Board"), Mr. Gauri Shankar (DIN: 06764026)**, who was appointed as an Independent Director of the Company and holds office upto March 31, 2027 and is eligible for re-appointment as an Independent Director and has given his consent to act as a Director and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years effective from April 01, 2027 to March 31, 2032.

   RESOLVED FURTHER THAT in accordance with the provisions of Regulation 17(1A) of SEBI Listing Regulations and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Gauri Shankar as a Non-Executive Independent Director of the Company upon attaining the age of 75 years on March 25, 2031, during his second term as an Independent Director of the Company i.e. till March 31, 2032.

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

4. **To re-appoint Mr. Rakesh Kumar Srivastava (DIN: 08896124) as an Independent Director of the Company for a second term of five consecutive years**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")**, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors **("the Board"), Mr. Rakesh Kumar Srivastava (DIN: 08896124)**, who was appointed as an Independent Director of the Company and holds office upto March 31, 2027 and is eligible for re-appointment as an Independent Director and has given his consent to act as a Director and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years effective from April 01, 2027 to March 31, 2032.

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

By order of the Board
For Optiemus Infracom Limited

Vikas Chandra
Company Secretary & Compliance Officer
M. No.: A22263

Date: August 27, 2026
Place: Noida (U.P.)

NOTES:

1. The Explanatory Statement setting out the material facts, pursuant to Section 102(1) of the Companies Act, 2013 **("the Act")**, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and applicable Secretarial Standards, in respect of Special Business as set out under Item No(s). 3 to 4 of the Notice is annexed hereto.

2. The Ministry of Corporate Affairs **("MCA")** vide its Circular No. 03/2025, dated September 22, 2025 read with Circular No(s).14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020, dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (herein collectively referred to as **"MCA Circulars"**) and the applicable provisions of the SEBI Listing Regulations, has permitted the holding of Annual General Meeting **("AGM")** through Video Conferencing **("VC")** or through Other Audio-Visual Means **("OAVM")**, without the physical presence of the Members at a common venue.

   In compliance with the applicable provisions of the Act, MCA Circulars and SEBI Listing Regulations, the 33rd AGM of the Company is being held through VC/OAVM.

3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Listing Regulations, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint its authorized representatives to attend and participate in the AGM through VC/OAVM and cast their votes through e-Voting.

4. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Body Corporate/Institutional Members/Corporate Members (other than individuals, HUFs, NRI etc.) who are intending to appoint their authorized representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Scrutinizer, a scanned copy (PDF/JPG format) of their respective Board Resolution, authorizing their representative to attend the AGM through VC/OAVM and vote through e-Voting on its behalf. The said Resolution to be sent to the Scrutinizer through an e-mail at skbatrapcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Body Corporate/Institutional Members/Corporate Members may also upload their Board Resolution/Power of Attorney/Authority Letter

etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

6. **Dispatch of Annual Report and Notice of AGM through electronic mode**

   SEBI vide Regulation 36(1) of the SEBI Listing Regulations has prescribed the manner of dispatch of Annual Report to the shareholders of listed entities.

   Accordingly, in compliance with aforesaid MCA Circulars, provisions of Section 101 and 136 of the Act read with rules made thereunder and SEBI Listing Regulations, the Notice of the 33rd AGM forming part of the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or National Securities Depositories Limited **("NSDL")**/Central Depository Services (India) Limited **("CDSL")**, collectively **("Depositories")** /Registrar & Transfer Agent **("RTA")**, as on cut-off date i.e. August 28, 2026, unless any Member requests for a physical copy of the same.

   Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report for the financial year 2025-26 is available, to those members whose e-mail address is not registered with the Company/RTA/Depositories.

   Members may please note that the Notice convening the AGM and the Annual Report for the Financial year 2025-26 are available on the Company's website at www.optiemus.com under the Investor Relations' Section, and are also available on the websites of the Stock Exchanges i.e. BSE Limited **("BSE")** at www.bseindia.com and National Stock Exchange of India Limited **("NSE")** at www.nseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

7. Members who have not registered their e-mail addresses so far are requested to register the same with their Depository Participants **("DPs")**, in case the shares are held by them in electronic form and with the Company's RTA, in case the shares are held by them in physical form, to support **"Green Initiative"** and for receiving all communication(s) including Annual Report and Notices etc. from the Company electronically.

8. In respect of Item No(s). 2 to 4, a statement giving additional information on the Directors seeking re-appointment at this AGM is annexed hereto as **Annexure-I** as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the Secretarial Auditors of the Company that the Optiemus Employee Stock Option Scheme - 2016 ("ESOP Scheme") have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members of the company and all other relevant documents referred to in this Notice and accompanying Explanatory Statement shall be made available for inspection electronically by the members from the date of circulation of notice till the conclusion of 33rd AGM, in accordance with the applicable statutory requirements.

   Members seeking to inspect the statutory registers and all other relevant documents may send their request in writing to the Company at info@optiemus.com from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No.

10. Members may please note that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).

11. Members seeking any information with regard to the financial statements or any other matters proposed in the Notice of AGM are requested to write to the Company at info@optiemus.com and at least 10 days before the date of AGM, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or the demise of any Member to the RTA or the concerned

Depository Participant, as soon as possible. Members are also advised not to leave their demat account(s) dormant for long periods. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified from time to time.

Members holding shares in electronic form are requested to update their name, postal address, bank mandates, e-mail address, telephone/ mobile numbers and other relevant particulars with their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any such changes to the Company's RTA at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062, so that the changes may be effected in the Register of Members before the Book closure date.

13. SEBI has prescribed various forms, viz. ISR-1, ISR-2 and ISR-3, for submission of requests relating to the registration and updation of PAN, KYC details and other particulars, including any changes thereto. The aforesaid forms are available on the Company's website at www.optiemus.com under the **Share Registration** section of **Investor Relations** at *https://www.optiemus.com/shareregistration.html*.

    Members are requested to take note of the above and ensure that their particulars are kept updated by submitting the relevant prescribed form(s), duly completed, quoting their folio number and enclosing the requisite self-attested supporting document(s), as applicable. Members are advised to submit such requests sufficiently in advance to enable the Company/Registrar and Share Transfer Agent, as applicable, to process and effect the requested changes in the Register of Members before its closure.

14. Pursuant to Section 72 of the Act read with the rules made thereunder, Members holding shares in physical form may make a nomination in respect of their shareholding by filing the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). The Form SH-13 is available on the Company's website at www.optiemus.com. Members holding shares in dematerialized form may make or record their nomination through their respective Depository Participant.

15. Members may please note that SEBI has mandated listed companies to issue securities in dematerialized form only while processing any service requests such as issue of duplicate securities certificates; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificates, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to lodge such service requests by submitting a duly filed and signed Form ISR-4/ ISR-5, as the case may be, the format of which are available on the Company's website at www.optiemus.com and RTA at https://beetal.in and are encouraged to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

16. **Special window for lodgement/re-lodgement of physical share transfer requests:**

    SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has introduced a special window for re-lodgement of transfer requests and dematerialization ("demat") of physical shares for a period of one year from February 5, 2026 to February 4, 2027. This facility is available only for transfer and dematerialization of physical securities which were sold/purchased prior to April 1, 2019. The facility is also available for transfer requests that were submitted earlier and were rejected, returned, or kept pending due to deficiencies in documents, process, or otherwise. The investor/transferee should have a demat account and provide the Client Master List, along with the transfer documents and share certificate, while re-lodging the request with the Company's RTA. Due process to be followed for such requests. Transfer requests submitted after February 4, 2027, shall not be accepted by the Company/RTA. Eligible investors may contact the Company's RTA within the aforesaid period for further assistance.

17. SEBI vide its Circulars, has mandated that with effect from April 1, 2024, dividend shall be paid only through electronic mode to shareholders holding shares in physical form. Such payment shall be made only if the folio is KYC compliant i.e., the details of PAN, address with pincode,

mobile no., complete bank details and specimen signatures are registered with RTA. In case, if the folio is KYC non-compliant in respect of physical shares, the payment of dividend, interest or any other entitlements shall be processed only after receipt of all the required details.

18. Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the RTA will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to ensure that correct/ latest complete bank details are updated against their demat account with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

19. Members may please note that dividend that remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund **("IEPF")**, as required under Section 124(5) of the Act. Further, the shares in respect of which dividend remains unclaimed for seven consecutive years from the date of transfer shall also be transferred to the IEPF as per Section 124(6) of the Act, read with applicable IEPF rules. In view of this, Members are requested to claim their unclaimed dividend from the Company at the earliest to avoid transfer of the corresponding dividend amount and shares to the IEPF. Last date to claim unclaimed dividend pertaining to Interim Dividend 2022-23 before transfer of such dividend to IEPF is **June 30, 2030**.

20. SEBI has established a common Online Dispute Resolution Portal **("ODR Portal")** through the Smart ODR Portal for the investors to raise disputes arising in the Indian Securities Market. Post exhausting the options to resolve their grievances directly with the RTA/Company and through existing SEBI SCORES platform, the investors can initiate dispute resolution through the Smart ODR Portal (*https://smartodr.in/login*) and the same can also be accessed through the Company's website at *https://www.optiemus.com/online-dispute-resolution-portal.html.*

21. 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.

22. **Process and manner for members opting for voting through electronic means:**

    i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and in terms of MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members to cast their votes electronically in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL to facilitate voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting system on the date of AGM will be provided by CDSL. The detailed instructions for e-Voting and joining the AGM through VC/ OAVM are annexed to this Notice.

    ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 21, 2026, shall be entitled to avail the facility of remote e-Voting as well as voting system during the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 21, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or voting during the AGM by following the procedure mentioned herein.

    iv) The remote e-Voting period will commence on Friday, September 25, 2026 at 9:00 A.M. (IST) and shall end on Sunday, September 27, 2026 at 5:00 P.M. (IST). During this period, members holding shares either in physical form or in dematerialized form, as on Monday, September 21, 2026 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.

Those members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again at the AGM.

v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi) In case of joint holders attending the AGM through VC/OAVM, only such joint holders whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e. Monday, September 21, 2026 shall be entitled to vote at the AGM.

vii) The Board of Directors has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as the Scrutinizer for conducting the e-Voting process in accordance with the law and in a fair and transparent manner.

The Instructions for shareholders for e-Voting are as under:

(i) **The voting period will begin on Friday, September 25, 2026 at 9:00 A.M. (IST) and will end on Sunday, September 27, 2026 at 5:00 P.M. (IST).** During this period, shareholders of the Company as on the cut-off date (record date) i.e. Monday, September 21, 2026, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) Pursuant to Section 108 of the Act read with rules made thereunder and SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders'/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders**

holding securities in Demat mode CDSL/NSDL are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME etc., so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: *Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 – 4886 7000 and 022 – 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-Voting website at www.evotingindia.com .
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps, as given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN of **Optiemus Infracom Limited** on which you choose to vote.

(x) 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.

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

(xii) 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.

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

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also a provision to upload Board Resolution/Authorisation/Power of Attorney etc, if any, in case of Institutional Investor/ Corporate Shareholder who wish to authorise a person on its behalf, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians–For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution or Power of Attorney, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail ID: skbatrapcs@gmail.com and to the Company at the e-mail ID: info@optiemus.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

Process for those shareholders whose E-Mail/Mobile No. are not registered with the Company/Depositories

1. **For Physical shareholders** – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at info@optiemus.com /RTA at beetal@beetalfinancial.com
2. **For Demat shareholders** - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

   All grievances connected with the

facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Instructions for shareholders for attending the AGM through VC/OAVM are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis as per MCA Circulars. This shall not include large Shareholders (Shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
6. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views or ask questions or queries during the AGM may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at info@optiemus.com . The members who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at info@optiemus.com. These queries will be replied to by the Company suitably by e-mail.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 21, 2026 may follow the same instructions as mentioned above for e-Voting.

(xviii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

(xix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting (votes cast during AGM and votes cast through remote e-Voting) in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer thereafter, shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, after completion of his scrutiny to the Chairman or a person authorized by him in writing who shall countersign the same. The result of the e-Voting will be announced within 2 working days after the conclusion of the meeting.

(xxi) The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company at www.optiemus.com and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges, where the shares of Company are listed i.e. NSE and BSE. The results of the e-Voting along with the consolidated Scrutinizer's report will also be displayed at the Notice Board at the Registered Office of the Company.

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

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned under Item No(s). 3 and 4 of the accompanying Notice as required under Section 102 of the Companies Act, 2013:

Item No(s). 3 and 4:

The Members of the Company had approved the appointment of Mr. Gauri Shankar (DIN: 06764026) and Mr. Rakesh Kumar Srivastava (DIN: 08896124) as Independent Directors of the Company for a term of three consecutive years commencing from April 01, 2024 to March 31, 2027 (both days inclusive), by way of passing Special resolution(s) through Postal Ballot on March 28, 2024, pursuant to the provisions of Companies Act, 2013 **("the Act")** and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**. Accordingly, their first term as Independent Directors of the Company will expire on March 31, 2027.

Pursuant to the provisions of Section 149(10) and (11) of the Act, an Independent Director may hold office for a term of upto five (5) consecutive years and shall be eligible for re-appointment for one further term, subject to the approval of members by way of passing a Special Resolution.

The Nomination and Remuneration Committee **("NRC")** at its meeting held on August 27, 2026, after taking into consideration the satisfactory outcome of the annual performance evaluation of Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava and considering their knowledge, skills, experience and expertise, has recommended to the Board, their re-appointment as Independent Directors for a second term of 5 (Five) consecutive years.

Brief profiles of Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava and other requisite details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as **Annexure-I**.

Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava have consented to act as Director(s) and have confirmed the fact that they are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act. They have further confirmed that they are not debarred from holding the office of Director(s) by virtue of any order from SEBI or any such authority. The Company has also received declarations from them, that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

They have also confirmed that they have complied with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In connection with the above proposed appointment, the Company has received notices in writing in the prescribed manner as required under Section 160 of the Act and rules made thereunder, from a Member, proposing the candidature of Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava for the office of Director.

In the opinion of the Board, Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava possess the identified core skills, expertise and competencies fundamental for effective discharge of role as Independent Directors of the Company and their continued association would be of immense benefit to the Company. The Board, after taking on record the declarations submitted by them and assessing the veracity of the same, is of the opinion that they fulfil the conditions specified under the Act and the SEBI Listing Regulations and are independent of the management.

Mr. Gauri Shankar, if re-appointed for a further term of five (5) consecutive years, will attain the age of seventy-five (75) years on March 25, 2031, during the proposed second term ending on March 31, 2032. Regulation 17(1A) of the SEBI Listing Regulations provides that no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five (75) years unless it is approved by the members by way of passing a special resolution to this effect. Accordingly, approval of the Members is also being sought by way of a Special Resolution for the continuation of the directorship of Mr. Gauri Shankar upon attaining the age of seventy-five (75) years until the expiry of his proposed second term on March 31, 2032.

Considering the rich experience, knowledge, skills, expertise and valuable contributions made by Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava during their tenure and based upon the recommendations of NRC, the Board, at its meeting held on August 27, 2026 has recommended their re-appointment as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from April 01, 2027 to March 31, 2032. The Board also recommended to approve the continuation of the directorship of Mr. Gauri Shankar upon attaining the age of seventy-five (75) years during the aforesaid term, by way of a Special Resolution under Regulation 17(1A) of the SEBI Listing Regulations.

In accordance with the provisions of Section 149(10) and 149(11) of the Act read with Schedule IV and Regulation 25(2A) of SEBI Listing Regulations, the re-appointment of an Independent Director requires the approval of Members by way of a Special Resolution. Accordingly, approval of Members of the Company is being sought by way of passing Special Resolution(s) for the re-appointment of Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava as Independent Directors for the aforesaid proposed term.

In accordance with the Company's Nomination and Remuneration Policy, Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof and reimbursement of expenses if any, incurred for participation in such meetings, pursuant to the provisions of applicable laws.

The draft terms and conditions of appointment of Independent Directors are available for inspection electronically by the Members and are also available on the website of the Company.

The Board recommends the Special Resolution(s) set out at Item No(s). 3 and 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives, except Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava and/or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No(s). 3 and 4 of the accompanying Notice.

Annexure – I

Details of Directors seeking re-appointment at this Annual General Meeting

(In respect of Item No(s). 2 to 4)

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings)

Name of Director	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava
DIN	00030782	06764026	08896124
Designation and Category of Directors	Non-Executive Director	Independent Director (Non-Executive)	Independent Director (Non-Executive)
Nationality	Indian	Indian	Indian
Age	40 years	70 Years	63 Years
Date of first appointment on the Board	October 12, 2018	April 01, 2024	April 01, 2024
Qualification, Experience / Brief resume and Expertise in specific functional areas	Mr. Neetesh Gupta holds Master's degree in Business Management from the Nottingham University, England and has over 12 years of experience in the telecommunications sector. He possesses extensive experience and expertise in technical and operational processes relating to new product development, product sourcing and procurement across mobile phones, mobile accessories and Internet of Things (IoT) products. With a strong network of suppliers and vendors across India and other countries, he has developed extensive industry relationships and possesses a strong ability to identify, understand and adopt emerging technologies. He has a deep understanding of product development, from the component level through to the final product, while ensuring adherence to target product costing requirements. Mr. Neetesh Gupta also serves as a Director on the Boards of various group companies. His entrepreneurial capabilities and industry experience have contributed to his role as a Promoter and Director of the Company, with a vision to take the Company to greater heights.	Mr. Gauri Shankar is a career Banker, a science as well as Commerce graduate from Delhi University. He has experience of more than 49 years in the field of Finance and Banking. He was Executive Director of Punjab National Bank ("PNB") and also held charge of PNB as Managing Director & Chief Executive Officer. During his tenure, he was a Nominee director on the Board of various renowned subsidiaries and associates of PNB. He possesses extensive expertise in banking operations, finance, credit management, risk management, treasury functions, corporate governance, regulatory compliance and strategic management, which enables him to provide valuable guidance on financial and governance matters. Prior to PNB, Mr. Gauri Shankar was General Manager in Bank of India, where he held various important positions, namely Chief Financial Officer, Field General Manager, General Manager- Learning and Development etc.	Mr. Rakesh Kumar Srivastava is a Fellow Member of the Institute of Company Secretaries of India (FCS), holding M.Com and LL.B. degrees. He is a Practicing Corporate Consultant with over three and a half decades of professional experience in corporate governance, NCLT matters, regulatory compliance, risk management, and business planning. Over his career, he served as a Company Secretary of Champarun Sugar Works Limited (a group company of British India Corporation Limited) and M/s Ganesh Polytex Limited (now Ganesha Ecosphere Ltd); and The India Thermit Corporation Limited; Regional Head of Merchant Banking at Onida Finance Limited; and Chief Financial Officer (CFO) and Company Secretary at Shri Lakshmi Cotsyn Limited. He has demonstrated exemplary leadership in the secretarial profession, having served as Chairman of the Northern India Regional Council of ICSI and as Chairman of the Kanpur Chapter of ICSI for two consecutive years.

Name of Director	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava
		He has been a Non-Executive and Independent Director on the Board of various Government, listed and unlisted companies during the last 10 years, including Infrastructure, manufacturing and finance companies. Presently, he is serving as an Independent Director on the Board of various reputed companies.	Presently, he serves as the Managing Director of Rana Corporate Advisors Private Limited, Kanpur and as an Independent Director of the Metropolitan Stock Exchange of India Limited, Mumbai. He is also an active member of ASSOCHAM and the Merchant Chamber of U.P., and is actively involved with social organizations namely the Lions Club Kanpur, JEYCEES, and Bharat Vikas Parishad.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice
Terms and conditions of appointment / re-appointment	On existing terms & conditions	On existing terms & conditions	On existing terms & conditions
Percent of Shareholding in the Company as on the date of notice (including details of shareholding as a beneficial owner, in case of non-executive directors)	5.78% (52,14,607 equity shares)	NIL	NIL
Directorships held in other Companies as on date	**Listed Company:** 1. Skyweb Infotech Limited **Other Companies:** 1. Techtube Media Works Private Limited 2. GDN Enterprises Private Limited 3. Optiemus Electronics Limited 4. Easycom Network Private Limited 5. Bharat Innovative Glass Technologies Private Limited 6. Optiemus Vision Technology Private Limited 7. Optiemus Display Technology Private Limited 8. Optiemus Micro Electronics Private Limited 9. XO Ventures Private Limited 10. The Factory Private Limited	**Listed Companies:** 1. PNC Infratech Limited 2. Amir Chand Jagdish Kumar (Exports) Limited **Other Companies:** 1. IFCI Venture Capital Funds Limited 2. Trontek Electronics Limited 3. Universal Fingrowth Private Limited 4. Spaark Bresson Wte Private Limited 5. Shivalaya Construction Limited 6. Nupur Finvest Private Limited	**Other Companies:** 1. Metropolitan Stock Exchange of India Limited 2. Rana Corporate Advisors Private Limited

Name of Director	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava
Chairmanship/ Membership of the Committees of the Board across all other public Companies of which he is a Director as on date (excluding Foreign Companies)	**Listed Companies:** **Optiemus Infracom Limited** 1. Stakeholders Relationship Committee (Member) 2. Risk Management Committee (Member) 3. Operations & Administration Committee (Member) 4. Corporate Social Responsibility Committee (Member) 5. Preferential Allotment Committee (Member) **Skyweb Infotech Limited** 1. Audit Committee (Member) 2. Nomination & Remuneration Committee (Member) **Other Companies:** **Optiemus Electronics Limited** 1. Operations & Administration Committee (Member)	**Listed Companies:** **Optiemus Infracom Limited** 1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee (Member) 3. Risk Management Committee (Member) **PNC Infratech Limited** 1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee (Chairman) 3. Risk Management Committee (Member) 4. Corporate Social Responsibility Committee (Member) **Amir Chand Jagdish Kumar (Exports) Limited** 1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee (Member) 3. Risk Management Committee (Member) **Other Companies:** **IFCI Venture Capital Funds Limited** 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Member) 3. Executive Committee (Member) **Trontek Electronics Limited** 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Chairman) 3. Corporate Social Responsibility Committee (Chairman)	**Listed Companies:** **Optiemus Infracom Limited** 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Member) **Other Companies:** **Metropolitan Stock Exchange of India Limited** 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Chairman) 3. SCOT Committee (Member)
Name of Listed companies from which the Director has resigned from the Directorship in the past three years	None	None	None
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)	Last Remuneration: NIL Proposed Remuneration: NIL	Last Remuneration: NIL Proposed Remuneration: NIL *(He will be eligible for sitting fees, as approved by the Board, from time to time, as per the Nomination and Remuneration Policy of the Company)*	Last Remuneration: NIL; Proposed Remuneration: NIL *(He will be eligible for sitting fees, as approved by the Board, from time to time, as per the Nomination and Remuneration Policy of the Company)*

Name of Director	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava
Inter-se relationships with Directors and Key Managerial Personnel ("KMP") of the Company	Mr. Neetesh Gupta is son of Mr. Ashok Gupta, Executive Chairman and Whole time Director of the Company. No relationship exists with any other Director/KMP.	No relationship exists with any other Director and KMP.	No relationship exists with any other Director and KMP.
No. of Board Meetings attended during the Financial year 2025-26	2 out of 6	6 out of 6	6 out of 6

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Optiemus Infracom Limited

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