



S. K. BATRA & ASSOCIATES

Company Secretaries

IBBI Registered Valuer

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com, info@skbatra.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

**To,
The Members,
Optiemus Infracom Limited
K-20, 2nd Floor Lajpat Nagar-II,
New Delhi, Delhi, India, 110024**

We, S.K. Batra & Associates, Company Secretaries, have been appointed as the Secretarial Auditors vide the resolution passed at its meeting held on **29th May, 2024** by the Board of Directors of Optiemus Infracom Limited (“**Company**”) (hereinafter referred to as ‘the Company’), having **CIN: L64200DL1993PLC054086** and having its registered office at **K-20, 2nd Floor, Lajpat Nagar-II, New Delhi 110024**. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the Regulations”) for the Financial Year Ended March 31, 2025. The Equity Shares of the Company are listed on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, “Stock Exchanges”).

Management Responsibility:

It is the responsibility of the Management of the Company to implement the issue of equity shares under the Optiemus Employees Stock Option Scheme-2016 including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the Optiemus Employee Stock Option Scheme, 2016 in accordance with the **SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021** and the Special Resolution(s) passed by the members at the General Meeting (s) of the Company held on **December 30, 2016 and September 29, 2022**.

For the purpose of verifying the compliance of the Regulations, I/we have examined the following:

1. Resolution(s) passed at the meeting of the Nomination and Remuneration Committee, Board of Directors;
2. Shareholders Resolution(s) passed at the General Meeting(s);
3. The Articles of Association of the Company;

4. Paid-up Share Capital of the Company;
5. Minutes of the relevant Board Meetings, Committee Meetings and Shareholders Meeting.
6. Optimus Employee Stock Option Scheme-2016
7. Relevant Accounting Standards as prescribed by the Central Government;
8. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
9. Disclosure by the Board of Directors;
10. Financial Statements for the Financial Year 2024-25; and
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to me/us by the Company and its Officers, We certify that the Company has implemented the Employee Stock Option, in accordance with the applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in accordance with applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Further, during the year under review, no stock option was granted by the Company under the said scheme.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.
5. We have relied upon the compliance of accounting standards as mentioned in Regulation 15 of the regulations based on the auditor's report provided by the Statutory Auditor's of the Company and statement made by the Directors in their Director's Responsibility Statement.

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



**Sumit Kumar
Proprietor
FCS – 7714
CP No: 8072**

**Place: New Delhi
Date: 01st August, 2025**

**Peer Reviewed Unit- S2008DE794900
UDIN: F007714G000914884**