optiemus

32nd ANNUAL REPORT

2024-25

OPTIEMUS INFRACOM LIMITED

OPTIEMUS INFRACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Gupta
Executive Chairman
Mr. Neetesh Gupta
Non-Executive Director
Mr. Gauri Shankar
Independent Director
Mr. Naresh Kumar Jain
Independent Director
Mr. Rakesh Kumar Srivastava
Independent Director
Ms. Ritu Goyal
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
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: L64200DL1993PLC054086

CORPORATE OFFICE

D-348, Sector-63, Noida,
Uttar Pradesh-201307
Ph. No.: 0120-2406450/52

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
Ph. No.: 011-29961281/83
E-mail: beetal@beetalfinancial.com

LISTED AT

BSE Ltd.
National Stock Exchange of India Ltd.

OPTIEMUS INFRACOM LIMITED

CONTENTS

Chairman's Message....1

Board of Directors....3

Financial Highlights....5

Directors' Report....6

Management Discussion and Analysis Report....46

Business Responsibility and Sustainability Report....56

Corporate Governance Report....94

Standalone Financial Statements....125

Consolidated Financial Statements....196

Notice of Annual General Meeting....270

OPTIEMUS INFRACOM LIMITED

CHAIRMAN'S MESSAGE

Dear Stakeholders,

I am honoured to present the 32nd Annual Report of Optiemus Infracom Limited for the financial year 2024-25. 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 strive to turn challenges into opportunities for sustainable growth of our stakeholders.

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.

Financial Performance

On a Consolidated basis, the Company has recorded revenue from operations of Rs. 1,88,999.68 Lakhs in F.Y. 2024-25 as compared to Rs. 1,52,772.28 Lakhs in previous F.Y. 2023-24, thereby marking a significant growth of 23.71%. Net profit rose by 11.58%, rising from Rs. 5,675.96 Lakhs in F.Y. 2023-24 to Rs. 6,333.01 Lakhs in F.Y. 2024-25.

Our manufacturing and trading segments, focused on telecommunication & allied products and electronic products, have continued to thrive, driven by strategic partnerships and a commitment to deliver top-notch solutions to our customers.

Strategic Initiatives and Achievements

"WHERE TIME ACCELERATES AND ACCURACY MATTERS, WE'RE NOT JUST KEEPING PACE WITH THE FUTURE — WE'RE BUILDING IT IN REAL TIME."

- In June, 2024, the Company has incorporated Optiemus Unmanned Systems Private Limited **("OUS")** as its Wholly Owned Subsidiary. OUS has **launched technologically-sophisticated, high-performance drones** in agriculture and mapping category with plans to expand into other sectors such as defense, mining, solar, oil & gas, railways and highways.

  OUS has also formed partnerships with leading domestic and international companies specializing in advanced drone technologies, including spectrum analyzers and a wide range of drone models.

  As per leading Industry Chamber FICCI estimates, the drone manufacturing protentional in India could be worth US$ 4.2bn by 2025, growing to US$ 23bn by 2030 making India a drone manufacturing power.

- During the year, the Company and Corning Incorporated (USA), held ground breaking ceremony on the facility of Bharat Innovative Glass Technologies Private Limited **("BIGTech")**, Joint Venture and Subsidiary Company, located at SIPCOT Pillaipakkam Industrial Park, Kanchipuram, Tamil Nadu.

  BIGTech will be the **first facility in India to manufacture high-quality finished cover-glass parts** for mobile consumer electronics - enhancing domestic supply chains and creating significant employment opportunities.

- Optiemus Electronics Limited (**"OEL"**), Wholly Owned Subsidiary, has entered into strategic partnership with **TP-Link**, a global leader in networking and smart home devices. This strategic move aligns with the Hon'ble Prime Minister's vision of **Atmanirbhar Bharat,** promoting indigenous design and production of telecom equipment in India.
- The Group is looking for the Government's Electronic Components Manufacturing Scheme and are in discussions for new partnerships across key verticals - including display, camera modules, and mechanical components - to build an even more robust domestic supply chain.

These achievements reflect the dedication of our personnel, the trust of our customers and the support of our stakeholders.

With a sound business model and well-charted strategy, we are well poised to seize these opportunities, driving growth and contributing to the nation's economic development. We are ready to enter the future tech-driven world, equipped with one of the most modern infrastructure and technology. As we are aspiring for a bigger tomorrow, we will continue, push and expand our boundaries and create new opportunities in the future.

We continue to focus on optimizing our operations and expanding our market reach, ensuring a solid foundation for future growth. Backed by the trust and support of our clients and stakeholders, we remain determined to build for tomorrow and solidify our foothold as a key player in overall ecosystem of the electronic industry.

Gratitude

None of the growth and achievements we witnessed through the year would have been possible without the valuable contribution of our Board of Directors, Management, dedicated employees, esteemed customers, suppliers and valued shareholders. Your continued belief in our vision inspires us to aim higher and build stronger.

I thank you all for your consistent support and confidence.

Sincerely,

Ashok Gupta
Executive Chairman

OPTIEMUS INFRACOM LIMITED

BOARD OF DIRECTORS

MR. ASHOK GUPTA

Executive Chairman & Whole-time Director

Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 45 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 38 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 sectors, 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 making India the global leader in electronics manufacturing and trading.

MR. NEETESH GUPTA

Non-Executive 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 10 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 empower business, 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

Independent Director

Mr. Gauri Shankar holds Bachelor degree in Science and Commerce. He has over 40 years of meritorious experience in the field of BANKING and FINANCE, with extensive expertise in both domestic and international banking operations. He has served as Managing Director and CEO of Punjab National Bank and also served Punjab National Bank as Executive Director. Before joining PNB, he was also CFO of Bank of India. He is at present, a member of External Experts’ Committee of Infomerics Valuation & Rating Pvt. Ltd. (Credit Rating Agency). He is also serving as an Independent Director on the Board of various renowned companies, which include NBFCs, manufacturing and services.

MR. NARESH KUMAR JAIN
Independent Director

Mr. Naresh Kumar Jain is a highly accomplished professional with over four decade of experience in legal affairs, corporate governance, and regulatory compliance, including more than three and half decades in senior leadership roles. He is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and an Honorary Fellow of the Institute of Certified Public Secretaries – Kenya. Throughout his career, he has held esteemed positions such as the Company Secretary, the Director – Legal in listed entities and as the Secretary & CEO of ICSI, Chairman of NIRC–ICSI, and Council Member of ICSI.

Mr. Jain has been actively associated with key regulatory, government and industry bodies, including the Ministry of Corporate Affairs, SEBI, and ASSOCHAM. A recognized thought leader, he is a sought-after speaker at domestic and global platforms such as INSOL, OECD and World Bank and has authored several articles on various topics including oard and corporate governance sustainability, corporate compliance management etc.. His continued contributions have significantly shaped corporate policy and promoted best practices in governance, both nationally and internationally. He is currently an Independent Director on multiple Boards and a Corporate Advisor.

MR. RAKESH KUMAR SRIVASTAVA
Independent Director

Mr. Rakesh Kumar Srivastava is a Post Graduate in Commerce, Bachelor in Law, and a Fellow Member of the Institute of Company Secretaries of India. He is the Managing Director of Rana Corporate Advisors Pvt. Ltd. and serves as a Public Interest Director at the Metropolitan Stock Exchange of India Ltd., Mumbai. He has earlier served as a Public Interest Director at the Metropolitan Clearing Corporation of India Ltd., Mumbai.

With over 35 years of professional experience, Mr. Srivastava has rich expertise in corporate governance and regulatory compliance, and is well-versed with the Companies Act, SEBI regulations, and other corporate laws. He has also worked in senior capacities as 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
Independent Director

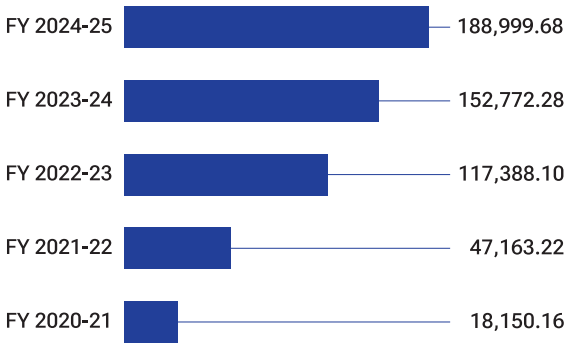
Ms. Ritu Goyal is a lawyer and Fellow Member of ICSI with a Master's in Law, has over 17 years of expertise in Corporate and Civil Litigation, White Collar Crimes, Contract Management, Intellectual Property, Compliance, Governance, Restructuring, Finance, and Branding. She is acting as Managing Partner 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 ."

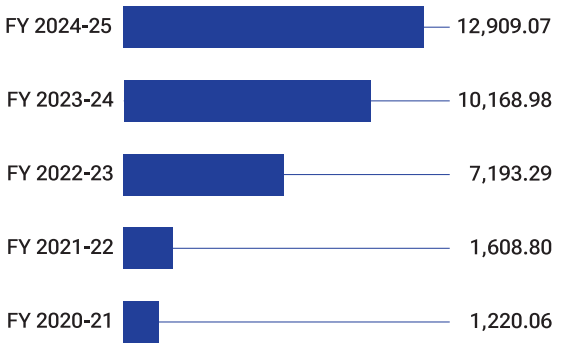
OPTIEMUS INFRACOM LIMITED

FINANCIAL HIGHLIGHTS

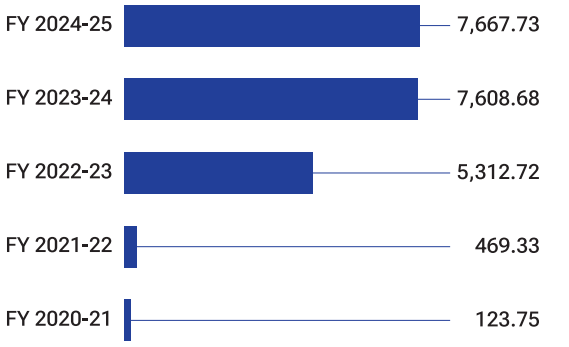
REVENUE (₹ in Lakhs)



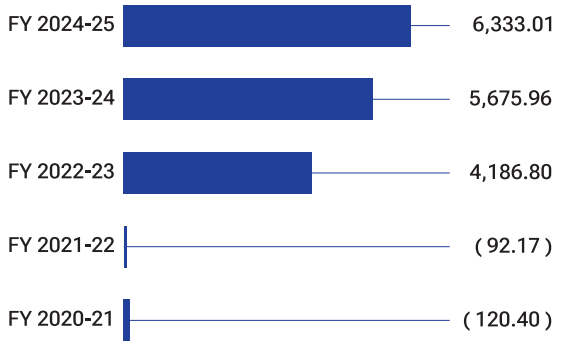
EBITDA (₹ in Lakhs)



PBT (₹ in Lakhs)



PAT (₹ in Lakhs)



DIRECTORS' REPORT

Dear Members,

The Directors of the Company are pleased to present the 32nd Annual Report on the business and operations of the Company along with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS:

The Financial Performance of the Company for the financial year ended March 31, 2025 along with previous year's figures are given below:

(INR in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2025	Year ended 31.03.2024	Year ended 31.03.2025	Year ended 31.03.2024
Revenue from operations	59,153.05	64,442.53	1,88,999.68	1,52,772.28
Total Expenses	57,199.64	63,210.35	1,83,393.97	1,47,462.51
Profit/Loss before Exceptional & Extraordinary Items	3,269.51	3,568.50	7,334.13	7,152.02
Exceptional Items	-	-	-	-
Profit/Loss from Associates and Joint Venture	-	-	333.60	456.66
Profit/Loss Before Tax	**3,269.51**	**3,568.50**	**7,667.73**	**7,608.68**
Tax Expense:				
(1) Current Tax	(932.30)	(834.54)	(1,684.74)	(925.43)
(2) Taxation Adjustment related to earlier periods (net)	-	(8.73)	90.89	(9.84)
(3) Deferred Tax Credit	(113.17)	(221.93)	259.13	(997.45)
Net Profit/Loss for the year	**2,224.04**	**2,503.30**	**6,333.01**	**5,675.96**
Other Comprehensive Income for the year	5.49	(4.70)	9.26	4.54
Total Comprehensive Income	**2,229.53**	**2,498.60**	**6,342.27**	**5,680.50**
Earnings per equity share (EPS):				
Basic	**2.59**	**2.91**	**7.37**	**6.62**
Diluted	**2.58**	**2.91**	**7.33**	**6.62**

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

2. STATE OF AFFAIRS OF THE COMPANY

On standalone basis, the revenue of the Company declined to Rs. 59,153.05 Lakhs during the financial year 2024-25 as compared to Rs. 64,442.53 Lakhs during the previous financial year (2023-24). Similarly, the standalone net profit also decreased from Rs. 2,503.30 Lakhs in F.Y. 2023-24 to Rs. 2,224.04 Lakhs in F.Y. 2024-25. However, the Company's consolidated performance showed strong growth. Consolidated revenue increased to Rs. 1,88,999.68 Lakhs, reflecting a growth of 23.71% over the previous year's revenue of Rs. 1,52,772.28 Lakhs. The consolidated net profit also increased to Rs. 6,333.01 Lakhs, as compared to Rs. 5,675.96 Lakhs in the financial year 2023-24.

The decline in revenue and profitability of the Company on standalone basis is primarily due to inherent volatility of trading business. However, the consolidated performance reflects a significant improvement in both- revenue and net profit compared to the previous year. This reflects the continued strength and resilience of the Company's diversified business operations and long-term value creation for investors.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year, a new wholly owned subsidiary company viz. Optiemus Unmanned Systems Private Limited has been incorporated on June 21, 2024.

As on March 31, 2025, the Company has following Subsidiary, Associate and Joint Venture Companies:

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.	FineMS Electronics Private Limited	Subsidiary
6.	Troosol Enterprises Private Limited	Subsidiary
7.	Bharat Innovative Glass Technologies Private Limited	Subsidiary and Joint Venture
8.	Optiemus Telecommunication Private Limited	Step-down Subsidiary
9.	Teleecare Network India Private Limited	Associate
10.	WIN Technology	Joint Venture

Further, no company has ceased to be subsidiary /associate / joint venture of the Company during the financial year 2024-25.

As per the provisions of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, there were 2 (Two) material subsidiaries i.e. Optiemus Electronics Limited **("OEL")** and GDN Enterprises Private Limited **("GDN")** during the year.

Further, in terms of the provisions of Regulation 24(1) of the Listing Regulations, appointment of one of the Independent Directors of the Company on the Board of material subsidiaries was applicable only to said 2 (Two) wholly owned subsidiaries i.e. OEL and GDN and the said provision has been duly complied by OEL and GDN.

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 Companies Act, 2013 **("the Act")** read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statements including all of its subsidiaries, associate and joint venture, which forms part of this Annual Report.

Audited financial statements along with Audit Report of each of the subsidiary company are available on the website of the Company at *https://www.optiemus.com/subsidiaries.html*.

The statement containing salient features of the financial statements of the Company's subsidiaries, associate and joint venture companies is given in Form AOC-1 enclosed herewith as **Annexure–1** of this Report.

4. TRANSFER TO RESERVES

During the year, the Board of Directors of the Company has not recommended to transfer any amount to the reserves, hence, the entire amount of profit for the year forms part of 'Retained Earnings'.

5. CHANGE IN CAPITAL STRUCTURE

There was no increase / decrease in the Authorised Share Capital of the Company during the year.

Further, during the year, the Preferential Allotment Committee of the Board of Directors of the Company at its meeting held on February 08, 2025 has made following allotments:

a) allotment of 13,95,800 Equity Shares of Face Value of Rs. 10/- each to the persons/entities belonging to "Non-Promoter" category, for Cash, at an issue price of Rs. 672.25/- per Equity Share, for an aggregate amount of Rs. 93,83,26,550/- on a preferential basis; and

   Accordingly, the Paid-up Equity Share Capital of the Company has been increased from Rs. 85,85,71,910/- to Rs. 87,25,29,910/-. As on March 31, 2025, the paid-up share capital of the Company was Rs. 87,25,29,910/-

   The shares so allotted rank pari passu with the existing share capital of the Company.

b) allotment of 30,12,800 Fully Convertible Warrants ("Warrants") at an issue price of Rs. 672.25/- per Warrant, for cash, for an aggregate amount of Rs. 2,02,53,54,800/- on a preferential basis, to the persons/entities belonging to the "Promoter & Promoter Group" and "Non-Promoter" category. The tenure of these warrants is 18 months from the date of its allotment.

   Consequent to the said allotment, the Paid-up Equity Share Capital of the Company on a fully diluted basis shall be Rs. 90,26,57,910/- divided into 9,02,65,791 Equity Shares of Rs. 10/- each.

   During the year, no warrant has been converted into equity shares, therefore, all the 30,12,800 warrants were outstanding for conversion into equity shares as on March 31, 2025.

Apart from the above, there has been no other change in the share capital of the Company during the year.

Further, during the year, there was no public issue / rights issue / bonus issue / sweat issue or redemption of shares / buy-back of shares made by the Company. Also, the Company has neither issued shares with differential voting rights nor granted any stock options.

6. DETAILS OF UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT

During the year, the Company has raised funds of Rs. 9,383.27 Lakhs through issue of 13,95,800 equity shares and Rs. 50,63.39 Lakhs (25% of the issue price) through issue of 30,12,800 fully convertible warrants at an issue price of Rs. 672.25/- (including premium of Rs. 662.25/- per share), under preferential issue, in accordance with the applicable statutory provisions and regulatory guidelines and the necessary approvals.

The funds raised through the respective issues were utilised for the purpose for which it was raised and in accordance with the objects of the said Preferential issue. There is no deviation or variation in the utilisation of funds raised from the objects stated in the Explanatory Statement to the Notice of the Extra-Ordinary General Meeting held on January 04, 2025, for approval of Preferential allotment of equity shares and warrants. Detailed information in this regard is given under the Corporate Governance Report, forming part of this Annual Report.

Further, pursuant to the provisions of Listing Regulations and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the necessary disclosures have been submitted to the Stock Exchanges and are available on website of the Company at www.optiemus.com.

7. DIVIDEND

The Board has not recommended any dividend payment for the financial year 2024-25.

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, 2025, 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, 2025.

9. CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business carried by the Company during the year.

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 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 Directors, Key Managerial Personnel **("KMP")** and Senior Management Personnel's appointment 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 updated 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 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year 2024-25 is available on the website of the Company at *https://www.optiemus.com/annual-return.html*.

13. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the Financial Year 2024-25, the Board of Directors duly met 6 (Six) times and the Board Meetings were held on May 29, 2024, August 13, 2024, August 31, 2024, November 13, 2024, December 12, 2024 and February 11, 2025, 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, the Directors of the Company, to the best of their knowledge and belief, hereby confirm that:

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

(ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of

the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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

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

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

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

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

During the year, the Company has made investment in equity shares of its subsidiaries in compliance with the provisions of Section 186 of the Act.

The details of Investments made, Loans/Securities and Guarantee given by the Company, falling under the provisions of Section 186 of the Act, are given under Note No(s). 6a, 8, 10(d) and 33b, respectively, of the notes to standalone financial statements.

16. RISK MANAGEMENT FRAMEWORK

The Company has in place the mechanism to identify, assess, monitor and mitigate various risks faced or may be faced by the Company. Such risks are addressed on timely basis and adequate actions are taken accordingly. To ensure that the internal control systems are as per the best industry standards, the same are reviewed at regular intervals. The Company's internal control systems are commensurate with the nature of its business and its size. These systems are routinely tested by Statutory as well as Internal Auditors and cover all key business areas. Significant audit observations and follow-up actions thereon are reported to the Audit Committee.

The Company has a well-defined Risk Management Policy in place for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. The Risk Management Policy is available on the website of the Company and can be assessed at *https://www.optiemus.com/policies/Risk_Management_Policy.pdf*.

Further, in line with the Listing Regulations, the Company has formed a Risk Management Committee **("RMC")** to monitor the risks and their mitigating measures, thereby overseeing the process of risk management. The details of RMC are given under Corporate Governance Report forming part of this Annual Report.

17. CORPORATE SOCIAL RESPONSIBILITY

The Company has framed a Policy on Corporate Social Responsibility **("CSR")** pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014, which is available on the website of the Company at *https://www.optiemus.com/policies/CSR_Policy.pdf* under the Investor Relations section.

The Annual Report on Company's CSR activities 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 is annexed to 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 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 year, no Director and Employee have been denied access to the Chairman of the Audit Committee.

19. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Change in Directors and KMP

During the year, Mr. Gauri Shankar (DIN: 06764026) and Mr. Rakesh Kumar Srivastava (DIN: 08896124) were appointed as an Independent Directors of the Company for a first term of 3 (Three) consecutive years commencing from April 01, 2024, after obtaining approval of members of the Company through Postal Ballot on March 28, 2024.

No other changes took place in the composition of Directors and KMP of the Company.

b. Directors liable to retire by rotation

In accordance with Section 152(6) of the Act, 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. Ashok Gupta (DIN: 00277434), Whole-time Director, is liable to retire from the Board by rotation and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment at the ensuing AGM.

c. Re-appointment of Directors at the ensuing AGM

- At the 29th AGM of the members of the Company held on September 29, 2022, Mr. Ashok Gupta (DIN: 00277434) was re-appointed as a Whole-time Director, designated as Executive Chairman of the Company, for a term of 3 (Three) consecutive years with effect from April 01, 2023 to March 31, 2026. Accordingly, his term will expire on March 31, 2026.

  Therefore, based upon the recommendations of NRC, the Board of Directors, at its meeting held on August 28, 2025, has approved the re-appointment of Mr. Ashok Gupta, Whole-time Director, designated as Executive Chairman, for a further term of 3 (Three) years commencing from April 01, 2026 to March 31, 2029 and recommended the matter for the approval of shareholders at the ensuing AGM.

- At the 28th AGM of the members of the Company held on September 29, 2021, Ms. Ritu Goyal was appointed as an Independent Director for a term of 5 (Five) consecutive years with effect from April 01, 2021 to March 31, 2026. Accordingly, her term of office will expire on March 31, 2026.

  Therefore, based upon the recommendations of NRC, the Board of Directors, at its meeting held on August 28, 2025, approved her re-appointment as an Independent Director for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031 and recommended the matter for the approval of shareholders at the ensuing AGM.

- At the 27th AGM of the members of the Company held on September 30, 2020, Mr. Naresh Kumar Jain was re-appointed as an Independent Director for a second term of 5 (Five) consecutive years from October 28, 2020 to October 27, 2025. Accordingly, his second term of office will expire on October 27, 2025.

Therefore, in compliance with the provisions of the Act and Listing Regulations, to fill the said vacancy, on the recommendations of NRC, the Board of Directors, at its meeting held on August 28, 2025, has accorded its approval for appointment of Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company, for a term of 3 (Three) consecutive years effective from October 28, 2025 and recommended the matter for the approval of shareholders at the ensuing AGM.

The Company has received the notice of candidature from a Member under Section 160 of the Act in respect of appointment/re-appointment of Mr. Ashok Gupta, Ms. Ritu Goyal and Mr. Vishal Rajpal.

The details of Directors being recommended for appointment/re-appointment as required under Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are given in the Notice of 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 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.

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 Listing Regulations.

21. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Listing Regulations and the applicable provisions of the Act require conduction of familiarization programme for the Independent Directors. Considering that, the Board has always endeavored to keep Independent Directors informed about the latest updates in the Company, Industry and legal framework, for which periodic familiarization programmes are conducted for the Directors to make them aware about nature of industry, business model, roles, rights, responsibilities and updating them on amendments in the Act, SEBI Laws & Guidelines issued by SEBI and its applicability to the Company etc.

Further, the newly appointed Independent Directors were also provided with necessary documents, presentations, reports and internal policies to enable them to familiarize themselves with the Company’s procedures and practices.

22. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) of Listing Regulations and in accordance with the parameters suggested by the Nomination & Remuneration Committee **("NRC")**, the Board of Directors carried out an annual evaluation for the financial year 2024-25 of its own performance, its Committees, Individual Directors (including Chairperson) **("NRC")**. The evaluation was undertaken by way of internal assessments, based on a combination of detailed questionnaires and verbal discussions.

Key evaluation criteria among others included Board structure and composition, Board Meetings and information flow, Board culture and relationships, succession planning, strategic planning and Committee functioning.

Committees were evaluated based on their contribution, meeting frequency and their effectiveness. Directors were assessed based on their participation, contribution and expertise in guiding management on strategy, governance, and risk.

The NRC and the Board reviewed the evaluation outcomes in May 2025, noting high ratings in areas such as Board culture, relationships & dynamics, meetings, information flow and compliance. This reflects a strong commitment to integrity and fulfilling legal and financial responsibilities. The Board also acknowledged the actions taken to enhance its effectiveness based on prior feedback.

Based on the said criteria, the performance of the Board, its Committees, Chairman and Individual Directors (including Independent Directors) was found satisfactory.

23. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES

Disclosures 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 given under **Annexure-4** of this Report.

24. AUDITORS

a) Statutory Auditors

At the 29th AGM of the 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.

Statutory Auditors' Report

The Statutory Auditors' Reports for the financial year 2024-25 is enclosed with the financial statements and forms part of this Annual Report. The Auditors' Reports do not contain any qualifications, reservations or adverse remarks or disclaimers. The observations of Statutory Auditors in their reports on standalone and consolidated financials are self-explanatory and therefore, do not call for any further comments.

Details in respect of frauds reported by Auditors

There were no instances of fraud reported by the Statutory Auditors.

b) Secretarial Auditors

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, M/s. S.K. Batra & Associates, Practicing Company Secretaries, was re-appointed by the Board as the Secretarial Auditors of the Company, to carry out Secretarial Audit of the Company for the financial year 2024-25.

Further, as per the recent amendment made by SEBI in Regulation 24A of the Listing Regulations, every listed entity is required to appoint:

(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or

(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting; and

The Secretarial Auditor shall be a Peer Reviewed Company Secretary.

Therefore, to comply with the said provisions, based upon the recommendations of Audit Committee, the Board of Directors, at its meeting held on May 26, 2025, has approved the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries (Peer Reviewed Company Secretary Firm having UIN: S2008DE794900), as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26 till financial year 2029-30 and recommended the matter for the approval of members at the ensuing AGM, on such fees and terms & conditions as may be mutually agreed between the Secretarial Auditors and the Audit Committee/ Board of Directors of the Company.

Secretarial Auditors' Report

In terms of Section 204 of the Act and Regulation 24A of Listing Regulations, Secretarial Audit Report for the financial year 2024-25 as issued by M/s. S.K. Batra & Associates in the prescribed form MR-3 is annexed to 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

A Secretarial Compliance Report of the Company for the financial year 2024-25 on compliance with all applicable SEBI Regulations and circulars/notifications/guidelines issued thereunder, has been obtained from M/s. S.K. Batra & Associates, Secretarial Auditors, and submitted to the Stock Exchanges i.e. NSE and BSE.

Secretarial Audit Report of Material Unlisted Subsidiaries

As per the provisions of the Act and Listing Regulations, Optiemus Electronics Limited **("OEL")** and GDN Enterprises Private Limited **("GDN")**, both the material unlisted subsidiaries of the Company, have also appointed M/s. S.K. Batra & Associates, Practicing Company Secretaries, to undertake their Secretarial Audit for the financial year 2024-25.

Their Secretarial Audit Report confirms that the material subsidiaries have complied with the provisions of the Act, rules, regulations and guidelines and that there was no deviation or non-compliance. Secretarial Audit Reports of the material unlisted subsidiaries viz. OEL and GDN for the financial year 2024-25 as issued by M/s. S.K. Batra & Associates in the prescribed form MR-3 are annexed to this Report as **Annexure-6 and 7.**

Further, there was no qualification, reservation, adverse remark or disclaimer made in the said Secretarial Audit Reports of both the material subsidiaries.

c) Cost Auditors and maintenance of cost records

Maintenance of cost records and audit thereof as specified by the Central Government under Section 148 of the Act is 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 has always believed in providing a safe and harassment free workplace for every individual working in the Company. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace, in line with the requirements of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013". The Company has constituted an Internal Complaint Committee to ensure implementation, compliance with the applicable provisions under this act and to consider and redress all the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

Further, the detail of complaints/cases received under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 during the financial year is given below:

a) Number of Complaints of sexual harassment received in the year: NIL;

b) Number of Complaints disposed off during the year: NA and;

c) Number of cases pending for more than ninety days: NA

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 year ended March 31, 2025 is given below:

A. Conservation of Energy:

i. The steps taken or impact on conservation of energy: The Company is engaged into the business of wholesale trading of telecommunication and allied products. Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being made for conservation of energy and minimize power cost.

The Company is raising awareness among employees about the importance of energy conservation and providing training on best practices for energy efficient behaviors. Engaged employees are more likely to contribute to energy-saving efforts.

ii. The steps taken by the Company for utilising alternate sources of energy: Various steps are being taken for conservation of energy and using alternate sources of energy, to name a few:

- Awareness drive and affixed pamphlets on key power boards;
- Advocating switching off lights and ACs when not required, turning off PCs when not in use, setting higher temperatures on air conditioners etc. to reduce consumption.
- Installed various energy saving electrical devices for saving energy.

iii. The capital investment on energy conservation equipments: Keeping in view the normal energy consumption in the business activity of the Company, capital expenditure on energy conservation equipment is not required.

B. Technology Absorption: Taking into consideration the nature of Business of Company, no technology is being used. Therefore, the following clauses (i) to (iii) are not applicable:

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, Research and Development Expenses amounting to Rs. 75 Lakhs have been incurred by the Company for its drone division viz. "Optiemus Unmanned Systems".

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 or/and Board for their approval, as per the applicable provisions of law. Pursuant to the provisions of the Act and Listing Regulations, prior omnibus approval of the Audit Committee has been obtained for those transactions which are foreseen and are repetitive in nature.

During the financial year, the Company has not entered into any materially significant related party contracts/ arrangements or transactions with the Company's 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 or transactions entered into by the Company with Related party(ies) are in conformity with the provisions of the Act and Listing Regulations and in the ordinary course of business and are on arm's length basis. Accordingly, the prescribed Form AOC-2 is not applicable to the Company for the financial year 2024-25 and hence, does not form part of this report.

Pursuant to Regulation 23(9) of Listing Regulations, the Company has filed the Reports on RPTs with the Stock Exchanges within the statutory timelines.

During the year, after obtaining the approval of shareholders at the Extra-Ordinary General Meeting of the Company held on January 04, 2025, the Company has given Corporate Guarantee amounting to Rs. 447 Crores to SBICAP Company Trustee Limited (Trustee of State Bank of India) on behalf of Bharat Innovative Glass Technologies Private Limited, a Subsidiary and Joint Venture Company, for securing the credit facilities availed/to be availed by BIGTech. While the said guarantee is not falling under the contracts/arrangements/transactions specified under Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, however, it is considered as a material related party transaction as per the provisions of Listing Regulations.

In this regard, suitable disclosures as required under Regulation 34(3) of Listing Regulations read with Schedule V and Indian Accounting Standards have been made under Note No. 26 of the Notes to the Standalone financial statements.

The policy on 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 or Courts or Tribunals impacting the going concern status and Company's operations in future.

29. EMPLOYEE STOCK OPTION SCHEME

During the year, no option was granted or exercised under the Optiemus Employee Stock Option Scheme - 2016 ("Scheme").

Further, it is confirmed that the Scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and there has been no change in such Scheme during the year.

The statutory disclosures as mandated under the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate from Secretarial Auditors, confirming implementation of the Scheme in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 have been placed on the website of the Company at *https://www.optiemus.com/pdf/OIL_ESOPDisclosure_2024-25.pdf* and the same will be available for inspection by the Members, electronically, during the AGM of the Company.

30. CREDIT RATING

ICRA Limited has reaffirmed the long-term / short term credit rating of [ICRA] BBB (Minus) for Non-Fund based limits. The Outlook on the long-term Rating is Stable.

31. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The internal financial controls ("IFC") with reference to the Financial Statements for the Financial year ended March 31, 2025 commensurate with the size and nature of business of the Company. The internal control system enhances transparency and accountability in the organization's process of designing and implementing internal controls. The Company has a clearly defined Governance, Risk & Compliance Framework, Policies, Standard Operating Procedures (SOP) and Financial & Operational Delegation of Authority (DOA). Global ERP Platform & Governance, Risk and Compliance ("GRC") systems facilitate mapping with role-based authority to business and functional teams, ensuring smooth operations across the organization. The IFC process helps the Company to operate in an orderly and effective manner by ensuring adherence to rules, asset protection, fraud and error prevention and detection, accurate and comprehensive accounting records and timely preparation of trustworthy financial information. This system safeguards the interests of all stakeholders and optimizes resource utilization.

Further, the report of Internal Auditors are submitted to the Audit Committee on quarterly basis. The Audit Committee reviews and approves performance of internal audit function and ensures the necessary checks and balances that may need to be built into the control system. The Audit Committee, in consultation with the Internal Auditors, monitors and controls the major financial risk exposures.

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 Listing Regulations. The said certificate is annexed to this Report as **Annexure-8**.

Further, pursuant to 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, 2025, as stipulated under Regulation 34(2)(e) of the Listing Regulations, is presented 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, 2025, as stipulated under Regulation 34(2)(f) of the Listing Regulations, is presented 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 year, 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

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

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961.

40. ACKNOWLEDGEMENT

The Board of Directors wish to express their 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 28, 2025
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

(INR in Lakhs)

Sr. No.	Particulars	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025
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)	-	-	-	-	-	-	85.5814
6	Share Capital	1,907.50	471.94	9,666.40	10.00	1.00	100	22,90,020
7	Reserves & Surplus	14,822.12	9,994.67	(288.94)	(505.96)	(6.35)	(100)	(21,13,928)
8	Total Assets	39,591.52	56,310.17	12,947.19	374.90	1.30	-	1,86,210
9	Total Liabilities	22,862.75	45,843.54	566.16	870.86	6.65	-	10,118
10	Investment	0	-	-	-	-	-	-
11	Turnover	23,118.60	1,10,993.23	-	11.70	-	-	10,26,286
12	Profit before Taxation	(257.60)	5,264.59	(280.34)	(676.24)	29.75	(22.29)	17,968
13	Provision for Taxation	54.08	(505.73)	-	170.28	(7.88)	-	-
14	Profit after Taxation	(203.52)	4,758.86	(280.34)	(505.96)	21.87	(22.29)	17,968
15	Proposed Dividend	-	-	-	-	-	-	-
16	% of Shareholding	100%	100%	70%	100%	60%	60%	100%

**Consolidated figures of Optiemus Electronics Limited are mentioned.*

1. **Name of Subsidiaries which are yet to commence operations:** Bharat Innovative Glass Technologies 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

(INR in Lakhs except No. of Equity Shares)

Name of Associate/Joint Venture	Teleecare Network India Private Limited (Associate)	WIN Technology (Joint Venture)
1. Latest audited Balance Sheet Date	31.03.2025	31.03.2025
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	7,299.45	*-
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	2,560.02	205.64
7. Profit/Loss for the year		
i. Considered in Consolidation	333.60	(8.48)
ii. Not Considered in Consolidation	388.17	-

** Net of provision for diminution in value of Rs. 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	**Neetesh Gupta**	**Parveen Sharma**	**Vikas Chandra**
Executive Chairman	**Director**	**Chief Financial Officer**	**Company Secretary**
DIN : 00277434	DIN: 00030782		

Date: May 26, 2025
Place: Noida (U.P.)

Annexure-2
Extract of Nomination & Remuneration Policy

Policy for 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 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 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.	

Criteria for Evaluation	Sub Criteria for Evaluation	Rating
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.	
	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.

Policy relating to the 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 Rs. 1,00,000 per meeting of the Board or Committee thereof.

- ✓ **Commission:**

  Subject to the provisions of Section 197 the 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 Rs.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.

Text of 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 CSR policy framed by the CSR Committee (constituted by the Board) has been approved by the Board of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014.

In accordance with Schedule VII of the Companies Act, 2013, for enhancing the stakeholders' value, generating economic value of the nation and working towards well-being of the society, the CSR Policy covers certain projects/activities such as eradicating hunger, promoting healthcare, promoting education, animal welfare, promoting gender equality, ensuring environmental sustainability, promotion of national heritage art and contribution to the Prime Minister's National Relief Fund or any other fund set up by the central government for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.

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 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is as under:

Sr. No.	Name of Director	Designation	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. Rakesh Kumar Srivastava	Independent Director (Member)	1	1
3.	Mr. Neetesh Gupta	Non-Executive Director (Member)	1	-

Note: 1 Resolution was passed by the members of CSR Committee through circulation on March 21, 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 enclosed on the website of the Company

The Composition of CSR Committee and CSR policy and CSR projects approved by the Board of Directors can be accessed on website of the Company at *https://www.optiemus.com/boardcommittees.html*, *https://www.optiemus.com/policies/CSR_Policy.pdf* and *https://www.optiemus.com/policies/AnnualActionPlan.pdf*, 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 in the three immediately preceding financial years was less than Rs. 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 do not apply to the Company.

5. a) **Average net profit of the Company as per sub-section (5) of Section 135:** Rs. 2,972.71 Lakhs

   b) **Two percent of average net profit of the Company as per sub-section (5) of Section 135:** Rs. 59.45 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)]:** Rs. 59.45 Lakhs

6. a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 59.45 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)]:** Rs. 59.45 Lakhs

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

Total Amount Spent for the Financial Year 2024-25 (Rs. in Lakhs)	Amount Unspent (Rs. 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
59.45	Not Applicable				

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

Sr. No.	Particulars	Amount (In Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. 59.45 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 59.45 Lakhs
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

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

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	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 Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1.	2023-24	NIL						
2.	2022-23							
3.	2021-22							

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**:

Sr. 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

Ashok Gupta
Executive Chairman
DIN: 00277434

Naresh Kumar Jain
Chairman of CSR Committee
DIN: 01281538

Date: August 28, 2025
Place: Noida (U.P.)

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 – 1:22*
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	(2.93%)***
The number of permanent employees on rolls of the Company	37**
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: 28% 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, the ratio has been calculated based on the median remuneration of Mr. Ashok Gupta and the Company's employees.*

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

****Due to decrease in number of employees pursuant to group transfers in respective companies, the percentage is negative.*

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

Name of Employees	Mr. Ashok Gupta	Mr. Vrajesh Shelat	Mr. Khaja Muzaffarullah	Mr. Parveen Sharma	Mr. Sanjay Mirakhur	Mr. Vikas Chandra	Mr. Ankit Gupta	Mr. Rajesh Kumar Rana	Mr. Dhirendra Rambali Singh	Mr. Ravi Kumar Garg
Designation	Executive Chairman and Whole-Time Director	President-New Projects (Operations)	Business Development -Manager	Chief Financial Officer	Associate Vice President - Sales	Company Secretary and Compliance Officer	Senior Manager-Legal	Deputy General Manager-Taxation	Senior Branch Manager-Sales	Senior Manager-Finance
***Remuneration (CTC Per annum in Lakhs)**	90.00	60.00	48.00	37.56	30.71	21.20	18.00	14.40	12.00	9.25
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	B.Com., MBA in Finance	B.Com, PG Diploma in System Management, PG Diploma in Marketing & Sales Management	B.Com, Member of ICSI, Post Graduate in Financial Management	L.L.B. and CS	Master in Commerce and MBA in Finance	BA	B. Com
Experience	45 Years	30 Years	30 Years	33 Years	34 Years	17 Years	12 Years	24 Years	21 Years	20 Years
Date of joining	05-01-2009	01-06-2024	01-02-2025	24-04-2019	01-08-2005	01-10-2008	17-11-2023	10-11-2020	15-06-2009	01-06-2005
Age (in years)	66	52	54	57	59	45	39	49	49	45
Last employment	N.A.	Jaina India Private Limited	Micromax Informatics Limited	International Value Retail Private Limited	Innova Telecom Private Limited	SKP & Co., Company Secretaries	Color Plast System Private Limited	Landmark Group	Bharti Airtel Limited	Venus Chemicals
Percentage of equity shares	6.60%	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

**The remuneration mentioned herein excludes the variable pay that was paid by the Company during the financial year.*

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.

OPTIEMUS INFRACOM LIMITED

Annexure-5

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[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 on 31st March, 2025. 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, 2025, 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 on 31st March, 2025, 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 SEBI (Depositories and Participants) Regulations, 2018 and Regulations 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 2024-25)**;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 **(Not applicable to the Company during the Financial Year 2024-25, since the Company is not registered as RTA/STA 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 2024-25)**;

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable to the Company during the Financial Year 2024-25)**;

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 the Stock Exchanges in India 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. 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. Minimum Wages Act, 1948
5. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
6. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
7. The Contract Labour (Regulation & Abolition) Act, 1970
8. The Payment of Gratuity Act, 1972
9. The Employees Compensation Act, 1923
10. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
11. Industrial Dispute Act, 1947

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 notice was 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 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), I 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) allotment of **13,95,800 (Thirteen Lakhs Ninety-Five Thousand and Eight Hundred) Equity Shares** of Face Value of Rs. 10/- (Rupees Ten Only) each fully paid, at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per equity share (including premium of Rs. 662.25/- [Six Hundred Sixty-Two and Twenty-Five Paisa Only] per equity share), for an aggregate amount of Rs. 93,83,26,550/- (Rupees Ninety-Three Crore Eighty-Three Lakh Twenty-Six Thousand Five Hundred and Fifty Only) to the persons/entities belonging to the "non-promoter" category through preferential issue on 8th February 2025.

(b) allotment of **30,12,800 (Thirty Lakhs Twelve Thousand Eight Hundred) Fully Convertible Warrants** at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paisa Only) per warrant, to be convertible at an option of Warrant holder(s) in one or more tranches, of face Value of Rs. 10/- each, for an aggregate amount of Rs. 2,02,53,54,800/- (Rupees Two Hundred Two Crore Fifty-Three Lakh Fifty-Four Thousand and Eight Hundred Only) to the persons/entities belonging to the "promoter & promoter group" and "non-promoter" category through preferential issue on 8th February 2025.

(c) During the Financial Year 2024-25, pursuant to the Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, M/s GDN Enterprises Private Limited became the Material Subsidiary of Optiemus Infracom Limited.

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of: S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941537
Peer Reviewed Unit UIN: S2008DE794900

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.*

OPTIEMUS INFRACOM LIMITED

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.

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of: S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941537
Peer Reviewed Unit UIN: S2008DE794900

Annexure-6

FORM NO. MR-3

SECRETARIAL AUDIT REPORT OF OPTIEMUS ELECTRONICS LIMITED (UNLISTED MATERIAL SUBSIDIARY) FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[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, 2025.** 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 on 31st March, 2025, 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, 2025, 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 2024-25)**

iii. The SEBI (Depositories and Participants) Regulations, 2018 and Bye-laws framed there under; **(Not applicable to the Company during the Financial Year 2024-25)**

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 2024-25)**

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, 1993 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, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

***Pursuant to Regulation 16 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 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) Minimum Wages Act, 1948
f) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
g) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
h) The Environment Protection Act, 1986
i) The Contract Labour (Regulation & Abolition) Act, 1970
j) The Payment of Gratuity Act, 1972
k) The Employees Compensation Act, 1923
l) The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013
m) Air and Water (Prevention and Control of Pollution) Act, 1981
n) Industrial Dispute Act, 1947
o) Equal Remuneration Act, 1976

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 18th September, 2024, the Company has allotted 25,81,000 (Twenty-Five Lakhs Eighty-One Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 310/- (Rupees Three Hundred Ten Only) each (including premium of Rs. 300/- per share), on a rights basis, to Optiemus Infracom Limited (the 'Holding Company'), in compliance with the provisions of Companies Act, 2013 and the applicable rules thereunder.

(b) On 8th March, 2025, the Company has allotted 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 310/- (Rupees Three Hundred Ten Only) each (including premium of Rs. 300/- per share), on a rights basis, to Optiemus Infracom Limited (the 'Holding Company'), in compliance with the provisions of Companies Act, 2013 and the applicable rules thereunder.

(c) During the financial year 2024–25, the members of the Company passed the following resolution(s) in compliance with provisions of the Companies Act, 2013, involving statutory limits and authorizations, by way of special resolutions, at the Annual General Meeting of the Company held on 13th August, 2024:

(i) Pursuant to Section 180(1)(c) of the Companies Act, 2023: Approval was granted to the Board to borrow monies (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) up to an aggregate amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crore Only).

(ii) Pursuant to Section 180(1)(a) of the Companies Act, 2013: Approval was granted to the Board to sell, lease, mortgage, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, as may be required, to secure the borrowings, subject to a limit of Rs. 400 Crore (Rupees Four Hundred Crore Only).

***Note**: Kindly note that 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, 2017 and any other applicable provisions, if any, of the Companies Act, 2013, wholly owned subsidiary companies are not required to constitute the following mandatory committees:*

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

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

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of : S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941614
Peer Reviewed Unit UIN: S2008DE794900

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

OPTIEMUS INFRACOM LIMITED

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.

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of : S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941614
Peer Reviewed Unit UIN: S2008DE794900

Annexure-7

FORM NO. MR-3

SECRETARIAL AUDIT REPORT OF GDN ENTERPRISES PRIVATE LIMITED (UNLISTED MATERIAL SUBSIDIARY) FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[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, 2025.** 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 on 31st March, 2025, 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, 2025, 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 2024-25)**

iii. The SEBI (Depositories and Participants) Regulations, 2018 and Bye-laws framed there under; **(Not applicable to the Company during the Financial Year 2024-25)**

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 2024-25)**

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, 1993 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 Person, formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

***During the Financial Year 2024-25, pursuant to Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 **("SEBI Listing Regulations")**, the Company became a Material Subsidiary of OIL. Therefore, during the year, pursuant to Regulation 24 of SEBI Listing Regulations, OIL has appointed 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) Minimum Wages Act, 1948
f) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
g) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
h) The Environment Protection Act, 1986
i) The Contract Labour (Regulation & Abolition) Act, 1970
j) The Payment of Gratuity Act, 1972
k) The Employees Compensation Act, 1923
l) The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013
m) Industrial Dispute Act, 1947
n) Equal Remuneration Act, 1976

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, the appointment of an Independent Director from the listed holding company to the Company's Board was made in compliance with the Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with fulfilling the requirement of having at least one Woman Director on the Board.

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) During the financial year 2024–25, the Company became a Material Subsidiary of Optiemus Infracom Limited, the holding listed company, in accordance with the provisions of the Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) On 9th September, 2024, the Company has allotted 15,60,000 (Fifteen Lakhs Sixty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 385/- (Rupees Three Hundred Eighty-Five Only) each (including premium of Rs. 375/- (Rupees Three Hundred Seventy-Five 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 8th March, 2025, the Company allotted a total of 6,49,350 (Six Lakhs Forty-Nine Thousand Three Hundred and Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 385/- (Rupees Three Hundred Eighty-Five Only) each (including premium of Rs. 375/- (Rupees Three Hundred Seventy-Five 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**: Kindly note that 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, 2017 and any other applicable provisions, if any, of the Companies Act, 2013, wholly owned subsidiary companies are not required to constitute the following mandatory committees:*

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

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

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of : S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941658
Peer Reviewed Unit UIN: S2008DE794900

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.

Date: August 05, 2025
Place: New Delhi

Signature:
For & on behalf of : S.K. Batra & Associates
Name of Company Secretary: Sumit Kumar (Prop.)
FCS Number: 7714
COP Number: 8072
UDIN: F007714G000941658
Peer Reviewed Unit UIN: S2008DE794900

OPTIEMUS INFRACOM LIMITED

Annexure-8

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, 2025, 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, 2025.

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, 2025.

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- S2008DE794900
UDIN: F007714G000914686

Date: August 01, 2025
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

Global Economy

The global economy in 2024 demonstrated cautious stability, characterized by modest but consistent growth. Global growth is projected at 3.3% both in 2025 and 2026, below the historical (2000-19) average of 3.7%. Developed economies are expected to witness a marginal improvement in growth, increasing from 1.6% in 2023 to 1.7% and 1.8% in 2024 and 2025, respectively. Advanced economies are expected to achieve their inflation targets more swiftly compared to emerging markets and developing economies.

F.Y. 2024-25 commenced against the backdrop of a global economy demonstrating notable resilience in the face of persistent headwinds. While the world continued to manage the aftermath of the COVID-19 pandemic and navigate complex geopolitical tensions-including the Russia–Ukraine war and the Israel–Gaza conflict-the broader macroeconomic landscape showed signs of stability and gradual recovery.

Inflationary pressures have continued to ease across most regions, with global inflation expected to moderate from 6.8% in 2023 to 5.9% in 2024, and further to 4.5% in 2025. Global headline inflation is expected to decline to 4.2% in 2025 and to 3.5% in 2026, advanced economies are on track to return to their targeted inflation levels sooner than developing counterparts, supported by improved supply chain efficiencies and prudent monetary tightening by central banks.

However, the global outlook remains vulnerable to downside risks. Rising geopolitical frictions, uncertain trade policies, and protectionist tendencies continue to weigh on investor sentiment and may hamper trade-led growth. As Government realign policy priorities amid heightened uncertainty, global growth, while stabilizing, is expected to remain subdued relative to historical benchmarks.

Indian Economy

India is poised to lead the global economy once again, with the International Monetary Fund (IMF) projecting it to remain the fastest growing major economy over the next two years. India is projected to remain the fastest-growing large economy for 2025 and 2026, reaffirming its dominance in the global economic landscape. According to the IMF's World Economic Outlook, India's economy is expected to grow by 6.2% in 2025 and 6.3% in 2026, maintaining a solid lead over global and regional peers. In contrast, the IMF projects global economic growth to be much lower, at 2.8% in 2025 and 3.0% in 2026, highlighting India's exceptional outperformance.

Indian economy continues to be the fastest-growing large economy, though the pace of growth has slightly moderated for F.Y. 2024-25. According to the Government estimates, the economy grew 6.5% in F.Y. 2024-25, compared to 9.2% growth in F.Y. 2023-24. 9.4% growth in the construction sector and 7.2% growth in the services sector have been the main contributors to GDP growth in F.Y. 2024-25.

According to the Reserve Bank of India (RBI), CPI inflation is forecasted to decline further to 4% in F.Y. 2025-26. However, continued uncertainty in global financial markets, coupled with volatility in energy prices and adverse weather events, presents upside risks to the inflation trajectory. Considering inflation has stayed within the comfort band of RBI, the bank reduced REPO rate by 25 bps in February 2025 for the first time in five years and by a further 25 bps in April 2025 monetary policy. Additionally, in June 2025, RBI again cut down the REPO rate for the third time by another 50 bps, taking the effective REPO rate to 5.5%.

RBI projects the Indian economy to grow at 6.7% for F.Y. 2025-26. This growth will be achieved on the back of improvements in the manufacturing sector and government impetus to growth through the budget like reduction in direct taxes and investments in infrastructure.

India's economic outlook for 2025 and 2026 remains one of the brightest among major global economies, as highlighted by the IMF. Despite global uncertainties and downward revisions in growth forecasts for other large economies, India is set to maintain its leadership in global economic growth. Supported by strong fundamentals and strategic government initiatives, the country is well-positioned to navigate the challenges ahead. With reforms in infrastructure, innovation and financial inclusion, India continues to enhance its role as a key driver of global economic activity. The IMF's projections reaffirm India's resilience, further solidifying its importance in shaping the global economic future.

INDUSTRY OVERVIEW

Telecommunication and Allied Products

India is the world's second-largest telecommunications market. The total subscriber base, wireless subscriptions as well as wired broadband subscriptions have grown consistently. The Indian mobile economy is growing rapidly and will contribute to India's Gross Domestic Product (GDP) according to a report prepared by GSM Association (GSMA) in collaboration with Boston Consulting Group (BCG).

India is already the world's second-largest telecommunications market, with a subscriber base of 1.16 to 1.20 billion. This growth is fuelled by government policies, strong consumer demand and the liberalization of the sector, including Foreign Direct Investment (FDI). India's digital economy is set to reach 20% of national income by 2029-30, driven by IT, telecom and electronics manufacturing, with a 13.42% share expected in F.Y. 2025.

Over the next five years, rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India, creating opportunities for new business.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth of the Indian telecom sector. The Government has enabled easy market access to telecom equipment, a fair and proactive regulatory framework, that has ensured the availability of telecom services to consumers at affordable prices. The de-regulation of FDI norms have made the sector one of the fastest growing and the top five employment opportunity generator in the country.

The Government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. The Union Cabinet approved Rs. 12,195 Crore (US$ 1.65 billion) PLI Scheme for Telecom & Networking products under the Department of Telecommunications. In the Union Budget 2025-26, the Department of Telecommunications and IT was allocated Rs. 81,005.24 Crore (US$ 9.27 billion). India ranks third in "Annual investment in telecommunication services" and "Domestic market size.

On the Wearables segment, the Indian market is the 3rd largest market globally & one of the fastest growing markets. India's wearable device market grew by 2.1% year-over-year (YoY) to 25.6 million units after growing by at least double digits consecutively since 2017 according to the recent data from the International Data Corporation's (IDC) India Monthly Wearable Device Tracker. The wearables market is expected to experience a more moderate growth trajectory.

Wearables market is expected to experience lucrative growth opportunities due to technological advancements and innovations. The global wearable technology market was valued at USD 61.30 billion in 2022 and is expected to expand at a Compound Annual Growth Rate (CAGR) of 14.6% from 2023 to 2030. Wearable Technology Market was valued at USD 70 billion in 2022 and is poised to grow from USD 91.5 billion in 2023 to USD 286.28 billion by 2031, growing at a CAGR of 15.2% in the forecast period (2024-2031).

The hearable market size has grown rapidly in recent years. It will grow from $30.22 billion in 2024 to $35.28 billion in 2025 at a CAGR of 16.8%. The growth in the historic period can be attributed to an increase in the use of infotainment devices, an increase in the adoption of smart headphones, an increase

in jack-less mobile phones, an increasing adoption rate of hearable devices and a rise in demand for miniaturized wearable electronic devices.

Further, the movement in consumer choice from wired to wireless headphones is expected to impact the industry substantially. Wireless communication via bluetooth technology has been a breakthrough for hearables. The Global Hearables market is anticipated to rise at a considerable rate during the forecast period, between 2024 and 2032. It is estimated to reach USD 143.80 billion by 2032, growing at a CAGR of 16.6% during the forecast period (2024–2032).

OPPORTUNITIES

India's telecom sector is experiencing rapid growth, driven by government policies and increasing internet penetration, positioning the country as a global digital leader. India's digital economy is set to reach 20% of national income by 2029-30, driven by IT, telecom and electronics manufacturing, with a 13.42% share expected in F.Y. 2025. India is the second-largest telecommunication market in the world with over 1203.69 million subscribers. The mobile phone market in India has grown exponentially in the past decade and with the emergence of smartphones, the growth has increased substantially.

The Indian smartphone industry and other electronics products looks fertile with new brands entering the market and making space with the existing ones. With budget phones a big hit with the educated middle class, more and more brands are jostling for space in the segment. At the same time, more expensive models are also gaining popularity. The telecom industry today is among the top five employment opportunity generators in India, creating over four million direct and indirect jobs over the next few years. Increase in smartphone sales and internet usage along with the government's efforts to increase the penetration of technology in rural regions have made this possible.

India's electronics manufacturing industry is on the roll and is perhaps the most successful example of the Government's 'Make in India' initiative. Huge domestic consumption of mobile phones and allied products and policy reforms are expected to drive domestic value addition too, which remains a concern. This can also create a demand for electronics manufacturing services specifically for the Indian mobile manufacturing industry. According to the India Brand Equity Foundation (IBEF) knowledge centre, India is today the second largest mobile phone manufacturing hub after China. At the current pace, India is expected to surpass China in the next few years as the country's mobile handset market is expected to grow nearly five times faster than the world's largest smartphone market, China, where growth has decelerated.

The Government of India has fast-tracked reforms in the manufacturer of electronics products and continues to be proactive in providing room for growth for manufacturing companies. During the last five financial years, the Government of India launched various Production Linked Incentive Scheme ("PLI Scheme") to boost domestic manufacturing and attract large investments in mobile phones, hearable and wearable manufacturing and specified electronic components. The PLI Scheme offers a production linked incentive to the manufacturer upon fulfilling of the target specified under the said scheme. The Scheme would tremendously boost the electronics manufacturing landscape and establish India at the global level in electronics sector.

The mobile, hearable and wearable manufacturing industry is very positive about the move and this scheme will help to meet the targets under National Policy on Electronics 2019 (NPE 2019). This will certainly lead to companies moving their supply chains to India. This will not only spur manufacturing but will also make India an export-led global manufacturing hub for mobile phones.

Looking ahead to 2025 and beyond, the wearables market is expected to experience a more moderate growth trajectory. Hearables remained the largest category within the wearables market and grew by 8.9% in 2024. This growth is set to continue in the coming years, driven by emerging markets and regular refresh cycles. Innovations such as open-ear designs and ongoing reductions in average selling prices (ASP) are fueling this category's expansion.

THREATS

The mobile phone and allied products' industry has become increasingly larger from last few years as a result of more affordable cellular phones as well as lower service costs. Companies are competing in an advance technology and communication sector in which success attracts customers to buy their products and services. The market is very competitive because they offer the same products and services, but has different physical attributes to the phones and different costs, which buyers have choices to choose from. Companies want to provide the best products and services to attract buyers by lowering cost and improving products, which makes the mobile phone industry very competitive. The main factors of competitive rivalry includes:

- Cost: Customers wants better products at a lower cost.
- Technology Obsolescence: Rapid advancements in mobile technology necessitate continuous innovation. Failure to keep up with technological trends such as 5G, AI, and advanced camera systems may result in loss of market share.
- Intense Market Competition: The threat of new entrants, the threat of substitute products or services and the bargaining power of suppliers.

Smart electronic devices and accessories worn on the body are prominent players in the Internet of Things (IoT). Wearables enable objects to exchange data through the Internet with a manufacturer, operator and/or other connected devices, without requiring human intervention. But, as everything is computer-related, these devices also pose security threats. The main factors of competitive rivalry for hearable and wearable sector includes:

- Increased competition can lead to reduced market share and pressure on pricing, potentially affecting profit margins.
- The Company may face significant costs related to Research and Development (R&D) to keep pace with technological innovation and consumer expectations.
- Failure to adapt to changing consumer preferences could lead to reduced sales and loss of market relevance.
- Difficulties in integrating new technologies or ensuring interoperability with other devices can impact user experience.
- Disruptions, such as those caused by geopolitical tensions or natural disasters, can affect production timelines and increase costs.

Despite the challenges mentioned above, the manufacturing and trading of mobile phones and related products continue to grow, driven by various promotional schemes introduced by the Government of India to boost electronic manufacturing within the country.

SEGMENT-WISE PERFORMANCE

The Company's standalone operations comprise of only one segment viz. Telecommunication and allied products.

During the F.Y. 2024-25, the telecommunication sector demonstrated varied performance across its segments. The mobile services segment experienced solid growth, fueled by the continued expansion of 5G networks and increased consumer demand for high-speed data. This growth was particularly notable in emerging markets where smartphone adoption remains strong.

Overall, while traditional segments faced challenges, the sector's performance was bolstered by advancements in technology and shifts in consumer and enterprise needs, leading to a generally positive outlook for F.Y. 2024-25. The Company's segment also saw positive momentum, supported by increased investments in hearable and wearable and IoT technologies. Also, the Company is continuously involved in analysing the market trends and searching for business opportunities in the market.

Further, to boost the country's manufacturing and attract large investments, the Government of India has introduced various PLI Schemes and other schemes like PMP (Phased Manufacturing Programme) for Hearable and Wearable category. The PLI and PMP Schemes are expected to drive India's transformation into a global manufacturing hub by resulting in rapid expansion of manufacturing scale by various industries and making it competitive through a robust component ecosystem which was previously lacking. Concessions in customs duty will be given by the Government to certain consumer electronic devices to promote manufacturing across wearables, hearables and specific mobile phone components.

Also, the wholly owned subsidiaries of the Company viz. Optiemus Electronics Limited ("OEL") and GDN Enterprises Private Limited ("GDN") have been selected under the PLI Scheme launched by the Ministry of Electronics and Information Technology and Department of Telecommunication, respectively. OEL has been selected for manufacturing of mobile phones & IT Products and GDN has been selected for manufacturing of Telecom and Networking Products, which will also be advantageous for the Company.

OEL has also won the prestigious award for "Best Use of Technology to Enhance Manufacturing Operations (Electronic Manufacturing)" at the 3.0 Technology Excellence Award - Manufacturing Edition 2024!

OUTLOOK

India is projected to emerge as the world's third-largest economy in the coming years, powered by robust GDP growth. The Indian electronics industry is the fastest growing in the world and India continues to add more mobile connections every month than any other country in the world. The telecom boom in the country provides great opportunity to handset manufacturers and the hottest segment for these manufacturers is the entry level segment. Mobile has become increasingly pervasive and indispensable, with consumers in the world over enthusiastically embracing its potential. For smartphone, there are 6.64 Billion-plus users. For smartwatch, the user number is estimated to amount to 229.51 million in 2027.

The total cumulative shipments of smartphones in the country are expected to reach 1.7 billion till 2026, creating a market of about USD 250 billion, of which, nearly 840 million 5G devices are expected to be sold in a span of four years. There is dominance of smartphones as the communications hub for social media, video consumption, communications, and business applications, as well as traditional voice. India is already a base for worldwide quality manufacturing of mobile phones. The sale of mobile handset has increased enormously, the inflow of FDI provided in roads for many companies which started their production in India.

India's electronics manufacturing sector is consistently evolving to make a mark globally. The need to implement fin-tech, e-health and e-learning will drive this rising demand for smartphones, which is anticipated to stimulate higher Internet adoption rates.

Hearables Market size is estimated to reach over USD 98,558.20 Million by 2031 from a value of USD 35,391.79 Million in 2023 and is projected to grow by USD 39,594.92 Million in 2031, growing at a CAGR of 13.7% from 2024 to 2031.

The global wearable technology market is experiencing significant growth. In 2024, the market was valued at USD 157.30 billion and is projected to reach USD 1,695.46 billion by 2032, with a CAGR of 34.9%.

BUSINESS REVIEW

The Company is engaged into the business of trading of telecommunication and allied products. One of its Wholly Owned Subsidiary viz. GDN is engaged into the business of manufacturing of said products and the other Wholly Owned Subsidiary viz. OEL is engaged into the business of manufacturing of telecommunication and allied products including hearable & wearable and IT hardware products.

With agile policies and an anti-fragile mind-set, India is propelling inclusive growth in the mobile sector and is steadily emerging as an ideal development model for the world. With Apple, the massive mobility firm, turning to India to manufacture its products, we are all set to foresee a humongous opportunity of growth in the mobility industry.

At OEL and GDN, we are committed towards manufacturing of high quality components, investing in research and development, enabling connectivity solutions and collaborating with mobile device manufacturers. We drive innovation, enhance user experience and propel the mobility industry forward into a future of increased connectivity and technological advancement.

Health, fitness, entertainment and gaming! Hearables & wearables continuously impact our lives by influencing our personal choices and habits. Complex, intricate functioning of microprocessors, batteries, smaller boards and batteries requires precision workmanship. Future smart wearable technology will be powered by haptic types: grasp, wear and touch. OEL is one of the pioneers in this industry, continues to partner with large organisations and provide them with end-to-end manufacturing services.

The manufacturing industry is experiencing robust growth due to growing capacity utilization, the PLI Scheme and the "Make in India" initiative. Global trends of supply chain diversification and de-risking, coupled with geopolitical tensions and fluctuating tariffs, are creating new business opportunities. As an electronics manufacturing and trading group, we are ready to enter the future tech-driven world, equipped with one of the most modern infrastructure and technology. We give our customers the best products possible through our in-house manufacturing, aiding to the government's 'Make in India' initiative.

Further, during the financial year, the Company has incorporated a new Company viz. Optiemus Unmanned Systems Private Limited ("OUS") as its Wholly Owned Subsidiary. OUS has also showcased various drones under Agriculture and Defence category. Leveraging its local expertise and infrastructure, OUS will cater to a wide range of sectors-including telecommunications, defense, homeland security and civil aviation—empowering Indian organizations with cost-effective, precise and innovative solutions tailored for spectrum analysis and monitoring.

In furtherance towards the main object, OUS has also established its partnership with some Indian and foreign Companies who are leading provider of advanced drone-based spectrum analyzers and manufacture of drones.

Further, the Joint Venture and Subsidiary of the Company viz. Bharat Innovative Glass Technologies Private Limited ("BIGTech"), is setting up its manufacturing facility at Tamil Nadu. BIGTech will be the India's first facility to produce high-quality, finished cover-glass parts for mobile consumer electronics, helping meet growing manufacturer demand in India.

RISK AND MITIGATION FRAMEWORK

The Company identified the following major risks involved in the business of the Company:

1. Strategic Risks

Strategic risks include wide range of external and internal factors, including changes in the political landscape, challenges in organisational growth such as market penetration and globalization, technological obsolescence, loss of intellectual property, fluctuating economic conditions, competitive pressures, and the loss of key customers or suppliers affecting trade volumes. Additionally, high dependency on China for critical products/components sourcing poses a significant risk.

Mitigation

- Diversify product portfolio across brands and markets to reduce dependency on specific segments.
- Conduct periodic competitive analysis and adapt strategies to market and economic shifts.
- Strengthen IP protection and legal oversight to safeguard proprietary assets.
- Identify and develop alternate sourcing markets to reduce dependency on China.

2. Operational Risks

Operational risks arise from several areas, including revenue concentration due to a limited customer base, challenges in cost optimization, retention of skilled manpower, effective working capital and inventory management, risks of inventory obsolescence, compliance with contractual obligations, maintaining quality standards and staying aligned with evolving regulations related to import duties and taxation.

Mitigation

- Conduct monthly physical stock checks to ensure inventory accuracy and accountability at warehouses and outlets.
- Establish alternate supplier relationships to reduce dependency and ensure supply continuity.
- Conduct regular workforce planning and retention programs for key roles.

3. Financial and Reporting Risks

Liquidity constraints, forex fluctuations and commodity price changes can impact cash flow and financial stability.

Mitigation

- Introduce robust credit evaluation processes before onboarding customers and partners.
- Implement fraud detection tools and protocols for financial transactions.
- Use currency hedging strategies to manage foreign exchange risks related to imports.

4. Compliance Risks

Failure to meet regulatory requirements can lead to penalties, fines and operational restrictions.

Mitigation

- Maintain a centralized compliance calendar and reporting system to track and meet all regulatory obligations.
- Periodically update internal policies to reflect legal and regulatory changes.
- Conduct internal compliance audits and training for all relevant departments.

5. Cyber Security Risk

Cyber threats and data breaches may compromise sensitive information and disrupt operations.

Mitigation

- Deploy updated antivirus, firewall, and intrusion detection systems across all networks.
- Conduct regular cybersecurity training and awareness sessions for all employees.
- Establish an incident response team with clear protocols for data breaches.
- Regularly review and upgrade IT systems to keep pace with evolving business technology needs.

Further, for the purpose of risk identification and risk reduction, the Company has a defined self-governed risk policy and risk management & mitigation framework. Additionally, it has established the Risk Management Committee, who monitors and reviews the strategic risk management plans of the Company as a whole and provides necessary directions on the same, which evaluates the Company's performance on a regular basis in relation to the important risks arising from a dynamic business environment and identified by the management based on their vast experience and subject-matter expertise. The business also makes an effort to spot new risks that could impact its profitability and position in the market and it comes up with plans to deal with these risks as soon as possible.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an effective internal control system commensurate with the size of its operations. At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business. The Board reviews the adequacy and effectiveness of the internal control from time to time. The Board, in consultation with the Internal Auditors and Audit Committee, monitors and controls the major financial risk exposures. The Company's philosophy towards internal controls is based on the principle of healthy growth with a pro-active approach to risk management.

The Audit Committee reviews the effectiveness of the internal control system from time to time. A Whole-time Director and CFO Certificate, forming part of the Corporate Governance Report, confirm the existence and effectiveness of internal controls and reiterate their responsibilities to report deficiencies to the Audit Committee and rectify the same. The Company's Code of Conduct requires compliance with law and Company policy and also covers matters, such as financial integrity, avoiding conflicts of interest, work place behaviour, dealings with external parties and responsibilities to the community.

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

The Company's Standalone financial performance from operations is given as below:

i. Revenue and operating expenses

During the Financial Year 2024-25, the Company earned revenue from operations of Rs. 59,153.05 Lakhs. The total expenditure stood at Rs. 57,199.64 Lakhs. Further, the net profit of Rs. 2,224.04 Lakhs generated during the financial year.

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

During the financial year 2024-25, the Company earned profit from its operations before finance charges, depreciation and amortisation and exceptional items of Rs. 3,387.55 Lakhs.

iii. Depreciation and amortisation

The Depreciation and amortisation charges during the financial year 2024-25 was Rs. 26.65 Lakhs.

iv. Profit before/ after tax

The profit before tax was Rs. 3,269.51 Lakhs and net profit after tax and adjustments was Rs. 2,224.04 Lakhs during the financial year 2024-25. Total Comprehensive Income for the period stood at Rs. 2,229.53 Lakhs.

DETAIL OF KEY FINANCIAL RATIOS (STANDALONE)

Particulars	2024-25	2023-24	% Change	Reason for change of 25% or more
Debtors Turnover (times)	2.48	2.82	(12.19)	N.A.
Inventory Turnover (times)	1151.78	624.36	84.47	Due to substantial decrease in average inventories, there is a significant change in Inventory turnover ratio.
Interest Coverage Ratio (times)	-	-	-	N.A.
Current Ratio (times)	1.89	3.11	(39.11)	Due to substantial decrease in Current assets, there is a significant change in Current ratio.
Debt Equity Ratio (times)	-	-	-	N.A.
Operating Profit Margin (%)	4.58%	8.64%	(46.95)	A substantial decrease in revenue has led to a significant change in the operating profit margin.
Net Profit Margin (%)	5.53%	6.62%	(16.49)	The substantial decrease in revenue has led to a significant decline in the net profit margin, indicating reduced overall profitability.
Return on Net Worth (%)	3.78%	5.93%	(36.31)	Due to substantial increase in total investments, there is a significant change in Return on investment.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

'Humankind is the Greatest Resource'

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

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

The Company finds it imperative to follow policies and procedures in order to facilitate an unbiased and safe working environment. The Company has put in place Grievance Redressal Procedures and adopted a Policy on Sexual Harassment as per the provisions of the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). The Company has undertaken awareness sessions on POSH regularly to ensure all employees/concerned persons are educated on their rights and responsibilities. The Company has an Internal Complaint Committee to ensure that adequate preventive measures are taken and grievances in this regard, if any, are effectively addressed. During the year under review, no complaint relating to sexual harassment was received.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

As a responsible organization, Environment, Health and Safety (EHS) remains a focus area in the business for Optiemus. The EHS benchmarks and rules are strictly followed across all the Company processes. Health and safety concerns of the employees are addressed with comprehensive measures and the initiatives expand beyond the Company facilities to cover the communities around the locations. For maintaining an efficient workspace and to continue sustainable growth, the Company is implementing the suggested measures.

CAUTIONARY STATEMENT

The statement in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations are forward–looking statements within the meaning of applicable laws and regulations and which the management believes are true to the best of its knowledge at the time of preparation. Actual results may differ substantially or materially from such expectations whether expressed or implied and hence, the Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken based on the information contained herein. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	Details
1.	**Corporate Identity Number (CIN) of the Listed Entity**	L64200DL1993PLC054086
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**	D-348, Sector-63, Noida, Uttar Pradesh-201307
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, 2024 - March 31, 2025
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**	Rs. 8,725.30 Lakhs
12.	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Mr. Vikas Chandra Company Secretary & Compliance Officer Telephone No.: 0120-2406452, +91 9667031878 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 a 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):*			
Sr. No.	**Description of Main Activity**	**Description of Business Activity**	**% of Turnover of the entity**
1	Trading	Wholesale Trading of Telecommunication and allied products	99.86%

17. Products/Services sold by the entity *(accounting for 90% of the entity's Turnover):*			
Sr. No.	**Product/Service**	**NIC Code**	**% of total Turnover Contributed**
1	Telecommunication and allied products	4652	99.86%

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	3	3
International	0	0	0

19. Markets served by the entity:	
a. Number of locations	
Locations	**Number**
National (No. of States)	*7
International (No. of Countries)	0
**Note: The Company has obtained GST 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 types of customers	
The Company operates in National Markets through both - Direct Sales and a Dealer Distribution Network.	

IV. Employees

20. Details as at the end of Financial Year:						
a. Employees and workers (including differently abled):						
Sr. No.	**Particulars**	**Total**	**Male**		**Female**	
		(A)	**No. (B)**	**% (B / A)**	**No. (C)**	**% (C / A)**
Employees						
1	Permanent (D)	40	38	95.00%	2	5.00%
2	Other than Permanent (E)	0	NA	NA	NA	NA
3	**Total employees (D + E)**	40	38	95.00%	2	5.00%
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:						
Sr. No.	**Particulars**	**Total**	**Male**		**Female**	
		(A)	**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**	**No. and percentage of Females**	
	(A)	**No. (B)**	**% (B / A)**
Board of Directors	6	1	16.67%
Key Management Personnel	*3	0	0.00%

Note: Includes 1 Whole-time Director.

22. Turnover rate for permanent employees and workers									
Particulars	**FY 2024-25**			**FY 2023-24**			**FY 2022-23**		
	(Turnover rate in current FY)			**(Turnover rate in previous FY)**			**(Turnover rate in the year prior to the previous FY)**		
	Male	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Permanent Employees	*72.16%	150.00%	78.10%	37.62%	18.18%	35.71%	40.00%	50.00%	41.18%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures				
Sr. 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	Optiemus Electronics Limited	Wholly Owned Subsidiary	100%	No
2	GDN Enterprises Private Limited	Wholly Owned Subsidiary	100%	No
3	Optiemus Infracom (Singapore) Pte. Ltd.	Wholly Owned Subsidiary	100%	No
4	Optiemus Unmanned Systems Private Limited*	Wholly Owned Subsidiary	100%	No
5	Troosol Enterprises Private Limited	Subsidiary	60%	No
6	FineMS Electronics Private Limited	Subsidiary	60%	No
7	Bharat Innovative Glass Technologies Private Limited	Subsidiary and Joint Venture	70%	No
9	Teleecare Network India Private Limited	Associate	46.22%	No
10	WIN Technology**	Joint Venture	0%	No

**Optiemus Unmanned Systems Private Limited has been incorporated as a Wholly Owned Subsidiary of the Company on June 21, 2024.*

***WIN Technology is a Partnership firm.*

VI. CSR Details

24.(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
(ii) Turnover (Rs. in Lakhs)	59,153.05
(iii) Net worth (Rs. in Lakhs)	58,908.97

VII. Transparency and Disclosures 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 2024-25			FY 2023-24		
		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	0	0	NA	0	0	NA, The Company has invested in the PM Care fund as its CSR activity. Whether any communities would be targeted through this fund or not, is not known to the Company.
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA, During the year, there was no investor in the Company other than Shareholders.
Shareholders	Yes	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 replied/ resolved.	7	0	All the complaints received from the shareholders of the Company were resolved by the Company and its RTA within the stipulated time. Further, queries/ requests received from shareholders were substantially replied/ resolved.
Employees and Workers	Yes	0	0	NA	0	0	NA
Customers	Yes	0	0	NA	0	0	NA
Value Chain Partners	*NA	0	0	NA	0	0	NA

Other (please specify)	-	0	0	NA	0	0	NA

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

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

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	The Company undertakes CSR expenditure in line with its commitment to community welfare. Beneficiaries can share their concerns or feedback by reaching out via an e-mail at care@optiemus.com or through the contact section of the Company's website at *https://www.optiemus.com/contactus.php*.
Investors and Shareholders	The Company offers a means to handle any issues or complaints or queries raised by its investor and shareholders. Contact details to reach out the Company by Investors and shareholders is available at *https://www.optiemus.com/investorcontact.html*. Beetal Financial & Computer Services Private Limited serves as the Registrar and Share Transfer Agent (RTA) of the Company for addressing shareholders' inquiries, requests and grievances. Also, the Shareholders can lodge their grievances at SCORES portal, ODR portal/ or by writing an e-mail to the Company Secretary & Compliance Officer of the Company at info@optiemus.com.
Employees and Workers	The Company has a dedicated HR portal for filing complaints. The employees can raise their complaints on *https://hrone.cloud/* or can mark an e-mail to HR Department of the Company at hr@optiemus.com. Further, the Company's Vigil Mechanism/Whistle Blower Policy is a mechanism that allows Employees and Directors to report grievances. 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 is also the Vigilance Officer of the Company through an e-mail at cs.vikas@optiemus.com. The Company's Vigil Mechanism/ Whistle Blower Policy can be accessed at *https://www.optiemus.com/policies.html*. Also, the 'Internal Complaints Committee' of the Company handles complaint received regarding the sexual harassment at workplace. The details of the members of Internal Complaint Committee are given in the Company's POSH Policy which is hosted on the website of the Company at *https://www.optiemus.com/policies.html*.
Customers	The customers can reach out to the Single Point of Contact at *https://www.optiemus.com/contactus.php*. Any further escalation can be made to Director/HODs of the Company.
Value Chain Partners	NA
Other (please specify)	-

**Note: NA, 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 entity's business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. 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 adapt to these changes could adversely affect long-term business performance.	The Company regularly evaluates consumer demand to stay prepared for future market shifts.	Negative
4	Climate change	Risk	Climate change presents risks by potentially disrupting operations 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, encryption of sensitive information, regular security assessments, and employee training programs focused on responsible data handling practices.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes									
1. a	Whether the 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 entity's 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 the 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.	While the Company has not yet set formal, time-bound commitments or targets, it continues to work progressively towards enhancing its environmental, social, and governance (ESG) practices. Internal efforts are focused on improving key areas, including sustainability, compliance, ethical conduct and employee well-being. Future plans aim to establish measurable goals aligned with business growth and stakeholder expectations.								
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)**									
	In an era defined by rapid technological advancements, dynamic market trends and evolving regulatory frameworks, the ability of a company to thrive depends on its commitment to strong governance, innovation, and stakeholder trust. At Optiemus, we remain steadfast in our vision to be a trusted and forward-looking organization that delivers value not just to our shareholders, but to every stakeholder connected to our business. Our approach is built on transparency, ethical practices and sustainable growth. We are actively working towards integrating best practices in governance while aligning our strategies with long-term societal and environmental responsibilities. We recognize that true corporate success goes beyond financial performance; it is about creating a positive impact on employees, customers and the communities we serve. Health, safety and environmental stewardship continue to be at the heart of our operations. We are dedicated to build an inclusive workplace, nurturing talent and ensuring that our growth journey is sustainable and future ready. As we move forward, we will continue to innovate, adapt and strengthen our practices to meet emerging opportunities and challenges. I extend my heartfelt gratitude to all our stakeholders for their continued trust and support as we work towards realizing our shared vision of progress and responsibility.									
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 please 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 (Annually / 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. During this assessment, the efficacy of the policies is reviewed and necessary changes to policies & procedures are implemented.

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 in the service sector, 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	3	1. Overview of Company's business strategies, Risk Management; 2. Update on regulatory changes/ amendments issued under various applicable laws; and 3. Overview and update the provisions of Company's Code of Conduct to regulate, monitor and report trading by Designated Persons.	100%
Key Managerial Personnel	4	1. Overview of Company's business strategies, Risk Management; 2. Update on regulatory changes/ amendments issued under various applicable laws; and 3. Overview and update the provisions of Company's Code of Conduct to regulate, monitor and report trading by Designated Persons; and 4. HR Policies and awareness on well-being and Human Rights.	100%
Employees other than BOD and KMPs	10	1. Prevention of Sexual Harassment; 2. Health & Safety; 3. Skill Upgradation; and 4. Well-Being & Human Rights.	100%
Workers	NA	NA	NA

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 INR) (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 upholds a strict zero-tolerance policy towards unethical conduct, including bribery and kickbacks. We are dedicated to carry out all business activities with honesty, fairness, and professionalism. Robust systems have been put in place to prevent and manage any instances of bribery, with clearly defined procedures and consequences for violations. Any allegations of bribery or corruption are addressed through formal investigation protocols. Our internal controls are structured to deter such actions and we encourage employees to report any suspected misconduct. These values form the foundation of our governance framework, as outlined in the Company's Anti-Bribery and Anti-Corruption Policy.
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 2024-25**	**FY 2023-24**
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	NA	NA

6. Details of complaints with regard to conflict of interest:				
Case Details	**FY 2024-25**		**FY 2023-24**	
	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.
No such case of corruption and conflict of interest has taken place.

8. Number of days of accounts payables (Accounts payable * 365) / Cost of goods/services procured) in the following format:		
Particulars	**FY 2024-25**	**FY 2023-24**
Number of days of accounts payables	113	78

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 2024-25**	**FY 2023-24**
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	100%	100%
	b. Number of dealers / distributors to whom sales are made	240	230
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	98.89%	99.09%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	52.95%	62.41%
	b. Sales (Sales to related parties / Total Sales)	4.39%	0.01%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	*0%	95.62%
	d. Investments (Investment in related parties / Total Investment made)	99.98%	99.93%

**Note –All loans and advances provided to related parties during the year have been fully repaid. As of March 31, 2025, there are 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.				
Sr. No.	**Particulars**	**FY 2024-25**	**FY 2023-24**	**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

**Note: While 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 the 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

**Note: Since the Company is primarily engaged into wholesale and distribution of telecommunication and its allied products, 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) If yes, provide details in the following format?						*NA
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						

**Note: 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 entity's 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.			
Sr. 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).			
Sr. No.	Indicate input material	Recycled or re-used input material to total material (In % to Total Material considering the Value)	
		FY 2024-25	FY 2023-24
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:							
Sr. No.	Particulars	FY 2024-2025			FY 2023-2024		
		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

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:							
Sr. No.	Particulars	FY 2024-2025			FY 2023-2024		
		Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)	Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)
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.		
Sr. No.	Indicate product category	Reclaimed products and their packaging materials (as % of total products sold in respective category)
NA	NA	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	% of employees covered by										
	Total (A)	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	38	38	100%	38	100%	NA	NA	0	0%	0	0%
Female	2	2	100%	2	100%	2	100%	NA	NA	2	100%
Total	**40**	**40**	**100%**	**40**	**100%**	**2**	**100%**	**0**	**0%**	**2**	**5%**
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

1. b. Details of measures for the well-being of workers:											
Category	% of employees covered by										
	Total (A)	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

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent)	**FY 2024-25**	**FY 2023-24**
Cost incurred on well-being measures as a % of the total revenue of the company	0.01%	0.01%

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.						
Benefits	**FY 2024-25**			**FY 2023-24**		
	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	70.00%	NA	Yes	69.23%	NA	Yes
Gratuity	100.00%	NA	Yes	100.00%	NA	Yes
ESI	22.50%	NA	Yes	21.54%	NA	Yes
Others – please specify	NA	NA	NA	NA	NA	NA

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?	No
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. The Company is committed to create an inclusive & accessible workplace and acknowledges the importance of such provisions. The Company will take necessary steps to progressively enhance accessibility across its locations.

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

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 has a dedicated HR portal for filing complaints. The employees can raise their complaints on *https://hrone.cloud/* or can mark an e-mail to HR Department of the Company at hr@optiemus.com. Further, the Company's Vigil Mechanism/ Whistle Blower Policy is a mechanism that allows Employees and Directors to report grievances. 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 is also the Vigilance Officer of the Company through an e-mail at cs.vikas@optiemus.com. The Company's Vigil Mechanism/Whistle Blower Policy can be accessed at *https://www.optiemus.com/policies.html*. Also, the 'Internal Complaints Committee' of the Company handles complaint received regarding the sexual harassment at workplace. The details of the members of Internal Complaint Committee are given in the Company's POSH Policy which is hosted on the website of the Company at *https://www.optiemus.com/policies.html*.
Other than Permanent Employees	NA	NA

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:						
Category	**FY 2024-25**			**FY 2023-24**		
	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	40	0	0%	65	0	0%
Male	38	0	0%	59	0	0%
Female	2	0	0%	6	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 2024-25**					**FY 2023-24**				
	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)**	**% (C / D)**
Employees										
Male	38	35	92.11%	30	78.95%	59	33	55.93%	44	74.58%
Female	2	2	100.00%	2	100.00%	6	6	100.00%	5	83.33%
Total	**40**	**37**	**92.50%**	**32**	**80.00%**	**65**	**39**	**60.00%**	**49**	**75.38%**
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 2024-25**			**FY 2023-24**		
	Total (A)	**No. (B)**	**% (B / A)**	**Total (C)**	**No. (D)**	**% (D / C)**
Employees						
Male	38	38	100%	59	44	74.58%
Female	2	2	100%	6	5	83.33%
Total	40	40	100%	65	49	75.38%
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 systems?	
The Company has implemented necessary systems in place which includes fire safety audit, regular health check-ups of employees, mock drill training for earthquake, emergency evacuation and fire.	
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 consistently works to identify and mitigate workplace hazards by implementing measures such as fire and smoke detectors, access control systems, CCTV surveillance, round-the-clock security, water purifiers and provisions for access to medical facilities.	
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 worker.
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)	Yes

Note: 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 2024-25**	**FY 2023-24**
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	-	-

**Including in the contract workforce*

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.
The Company has established robust safety measures, including conducting fire safety audits, regular employee health check-ups, and mock drills for emergencies such as earthquakes, fire incidents, and evacuation procedures.

13. Number of Complaints on the following made by employees and workers:						
Particulars	**FY 2024-25**			**FY 2023-24**		
	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

14. Assessment for the year:	
Particulars	**% of entity's plants and offices that were assessed (by entity or statutory authorities or third parties)**
Health and safety practices	100%
Working Conditions	100%

**Note: 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

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of	
(A) Employees (Yes/No/NA)	Yes
(B) Workers (Yes/No/NA)	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 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
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*

**Note: 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 key stakeholders identified include Customers, Suppliers, Employees, Communities, Investors, and Government Bodies. Our approach towards responsible and sustainable business practices undergoes a systematic mapping through regular engagement with our internal and external stakeholders. This practice helps the company to prioritize key sustainability issues in terms of relevance to its business and stakeholders, including society and clients. Throughout the year, we engage formally and informally with our stakeholders to explore strategic areas, along with trends and development relevant to our industry.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, 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
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 shareholder queries related to duplicate share certificates, transmission, dematerialization, dividends, and other related matters.
Employees	No	Senior leaders' communication, cultural events, Performance appraisal review, Training and Development initiatives, wellness initiatives, e-mail, poster campaigns, intranet, circulars and newsletters.	Ongoing	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.

2. List stakeholder groups identified as key for the entity and the frequency of engagement with each stakeholder group.				
Stakeholder Group	**Whether identified as Vulnerable & Marginalized Group**	**Channels of communication (Email, 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**
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.	The Company primarily serves B2B customers, enabling strategic partnerships and collaboration opportunities with reputed organizations.
Government	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.
Suppliers	No	Regular interaction through phone, e-mail and in-person.	Event-based/ as and when required.	Strengthen commitment and collaboration through effective negotiations, streamlined supply chain management, prompt query resolution, and the cultivation of strong, lasting relationships.
Community	Yes	E-mail, Website, Phone calls.	Event-based/ as and when required.	Monitoring & Implementing the CSR projects and activities.

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 2024-25**			**FY 2023-24**		
	Total (A)	**No. of employees/ workers covered (B)**	**% (B/ A)**	**Total (C)**	**No. of employees/ workers covered (D)**	**% (D / C)**
Employees						
Permanent	40	40	100.00%	65	45	69.23%
Other than permanent	NA	NA	NA	NA	NA	NA
Total Employees	40	40	100.00%	65	45	69.23%
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 2024-25**					**FY 2023-24**				
	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	38	0	0%	38	100%	59	0	0%	59	100%
Female	2	0	0%	2	100%	6	0	0%	6	100%
Total	40	0	0%	40	100%	65	0	0%	65	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

3. Details of remuneration/salary/wages				
a. Median remuneration / wages:				
Particulars	**Male**		**Female**	
	Number	**Median remuneration/ salary/ wages of respective category**	**Number**	**Median remuneration/ salary/ wages of respective category**
Board of Directors (BOD)*	5	90,00,000	1	NA
Key Managerial Personnel**	3	37,56,384	0	NA
Employees other than BOD and KMP***	35	4,00,800	2	3,81,732
Workers	NA	NA	NA	NA

**Note:*

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, Whole-time 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.

***Note: 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 2024-25**	**FY 2023-24**
Gross wages paid to females as % of total wages	1.64%	6.25%

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 base 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 2024-25**			**FY 2023-24**		
	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 organization.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:		
Particulars	**FY 2024-25**	**FY 2023-24**
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 entity's business agreements and contracts? (Yes/No/NA)	Yes

10. Assessments for the year:	
Name of the Assessment	**% of entity's 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)	No

Note: As of now, the Company does not have any employee with disabilities. The Company is committed to create an inclusive & accessible workplace and acknowledges the importance of such provisions. The Company will take necessary steps to progressively enhance accessibility across its locations.

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 2024-25 (in Giga Joules)**	**FY 2023-24 (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 consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	175.88	288.13
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	175.88	288.13
Total energy consumed (A+B+C+D+E+F)	175.88	288.13
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	0.0000000297	0.0000000447
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]	0.0000006143	0.0000010015
Energy intensity in terms of physical output [Total energy consumed (in GJ) / Full Time Equivalent (FTE)]	4.3970000000	4.4327692308
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?		
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 2024-25**	**FY 2023-24**
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	353.34	126.00
(iii) Third party water	8.00	13.56
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	361.54	139.56
Total volume of water consumption (in kilolitres)	361.54	139.56
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.0000000611	0.0000000217
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]	0.0000012627	0.0000004851
Water intensity in terms of physical output [Total water consumption (in KL) / Full Time Equivalent (FTE)]	9.0385000000	2.1470769231
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: As per CGWA guidelines, the estimated water consumption for all offices is based on an assumption of 45 litres per person per day and is included in third-party water.

4. Provide the following details related to water discharged:		
Parameter	**FY 2024-25**	**FY 2023-24**
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

4. Provide the following details related to water discharged:		
Parameter	**FY 2024-25**	**FY 2023-24**
(iv) Sent to third-parties		
No treatment	361.54	139.56
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)	**361.54**	**139.56**
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 brown water discharge on the environment and remain committed to address it responsibly.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:			
Parameter	**Unit**	**FY 2024-25**	**FY 2023-24**
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 trading of telecommunication and 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 2024-25**	**FY 2023-24**
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	35.52	57.31

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:			
Parameter	**Unit**	**FY 2024-25**	**FY 2023-24**
Total Scope 1 and Scope 2 emission intensity per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]		0.0000000060	0.0000000089
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]		0.0000001241	0.0000001817
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)]		0.8880000000	0.8816923077
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: a) Source of emission factors used - CEA's CDM - CO_2 Baseline Database User Guide Version 20.

b) *The company has updated its calculation methodology to align with the industry's best practices, resulting in updated figures for FY 2023-24.*

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 2024-25**	**FY 2023-24**
Total Waste generated (in metric tonnes)		
Plastic waste (A)	The data cannot be collated because the waste generated is miniscule and is collected by the municipal corporation. However, the Company is looking to implement a system to measure such waste.	The data cannot be collated because the waste generated is miniscule and is collected by the municipal corporation. However, the Company is looking to implement a system to measure such waste.
E-waste (B)	NIL	NIL
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste (E)	NA	NA

9. Provide details related to waste management by the entity, in the following format:		
Parameter	**FY 2024-25**	**FY 2023-24**
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 2024-25**	**FY 2023-24**
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	NA	NA
Parameter	**FY 2024-25**	**FY 2023-24**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	**FY 2024-25**	**FY 2023-24**
(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)		No
If yes, name of the external agency.	NA	

**Note - The Company is primarily engaged in the wholesale trading of telecommunication and 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 the 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/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:

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

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	NA	NA	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 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-

(iii) Third party water	-	-
(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) To Surface water	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To 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? (Y/N)		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 2024-25**	***FY 2023-24**
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover [Total Scope 3 emissions (in $MTCo_2e$) / Revenue from operations (in rupees)]		-	-
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)			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:			
Sr. No.	**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? (Yes/ No)	Yes
Give details in 100 words/ web link.	
The Company has established a comprehensive Business Continuity Plan (BCP) designed to ensure organisational resilience and to enable the resumption of critical operations in the event of unforeseen disruptions, including natural calamities, equipment breakdowns, cyber incidents or other contingencies. The BCP provides for identification of alternate sites and manual fallback mechanisms, supported by a defined chain of command for effective crisis management. Preventive maintenance schedules and emergency repair protocols are in place for key machinery, complemented by secure off-site/cloud data backups, redundant IT infrastructure and failover systems. Clearly defined escalation, recovery and communication protocols ensure continuity across 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.		
Sr. No.	**Name of the trade and industry chambers/ associations**	**Reach of trade and industry chambers/ associations (State/National)**
	NA	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	NA	NA

Leadership Indicators

1. Details of public policy positions advocated by the entity:					
Sr. 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	NA	NA	NA	NA	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	NA	NA	NA	NA	NA

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

3. Describe the mechanisms to receive and redress grievances of the community.
The Company ensures that individuals from any community can freely reach out to its officials for the redressal of concerns affecting them. We maintain a transparent and inclusive grievance redressal system to ensure that every voice is heard. Concerns can be raised through multiple channels including e-mail (info@optiemus.com), the Company's official website, and direct communication with relevant departments. This approach reflects our commitment to responsiveness and community engagement.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:		
Particulars	**FY 2024-25**	**FY 2023-24**
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		
Particulars	**FY 2024-25**	**FY 2023-24**
Rural	0.00%	0.00%
Semi-urban	0.00%	0.00%
Urban	90.68%	87.43%
Metropolitan	9.32%	12.57%

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	NA

2. Provide the following information on CSR projects undertaken by the entity in designated aspirational districts as identified by government bodies:			
Sr. No.	**State**	**Aspirational District**	**Amount spent (In INR)**
NIL	NIL	NIL	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 the entity (in the current financial year), based on traditional knowledge:				
Sr. No.	**Intellectual Property based on traditional knowledge**	**Owned/ Acquired (Yes/No/NA)**	**Benefit shared (Yes / No)**	**Basis of calculating benefit share**
NA	NA	NA	NA	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	NA	NA

6. Details of beneficiaries of CSR Projects:			
Sr. 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 unable & livelihood enhancement projects	5,000	80%
2.	Promoting Health care and sanitation and making available safe drinking water	4,200	100%

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 a strong and responsive system to effectively manage customer feedback and address complaints. Multiple communication channels are available to customers including e-mail, phone, the Company's website, social media platforms and feedback forms. These mechanisms ensure that customer concerns are promptly acknowledged and resolved. Customers may also directly reach out to us at care@optiemus.com for assistance.

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

**Note: 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 2024-25**		**Remarks**	**FY 2023-24**		**Remarks**
	Received during the year	**Pending resolution at end of year**		**Received during the year**	**Pending resolution at end of year**	
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**	**Reason for recall**
Voluntary recalls	*0	NA
Forced recalls	*0	NA

**Note: The Company is engaged in wholesale trading.*

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)	Yes, the Company has an Information Security Policy which outlines the acceptable use of technology, data privacy guidelines, device management protocols, and cyber security measures.
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 wholesale trading of telecommunication products. While the Company does not manufacture or own the products, it ensures that accurate product information and safe usage guidelines are relayed to consumers.
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services
NA

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)	NA

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 good 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 **("Listing Regulations")**. In its pursuit of excellence towards corporate governance, the Company has adopted the Whistle Blower Policy, Code of Conduct for its Directors and Employees, 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 culture of the Company is strongly influenced by the quality of governance and leadership demonstrated by its Board of Directors. Diversity in the Board equals diversity in ideas. The Company has a high-profile Directors on the Board with varied management expertise. In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of Executive, Non-Executive Directors and Independent Directors to maintain the independence of the Board.

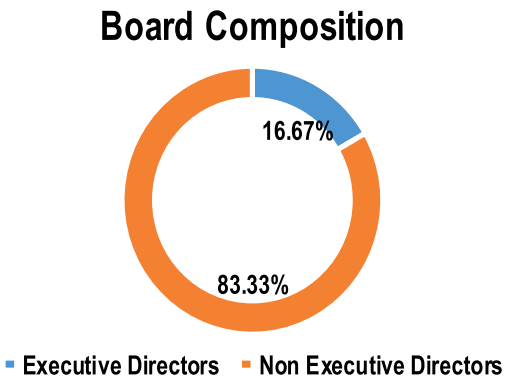
i. Composition

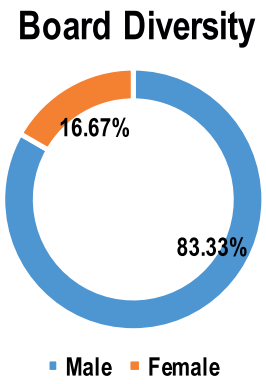
The Company has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2025, the Board of the Company comprised of 6 Directors, of whom one is Executive Director and Chairman of the Board, four are Non-Executive Independent Directors (including one-woman Independent Director) and one is Non-Executive Non-Independent Director.

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 .

Listing Regulations requires that if the Chairman of a Listed Company is Executive Director, then atleast half of the Board of the Company should consist of Independent Directors. Since the Company has an Executive Director as Chairman, as shown in Table-1, the provision of having half of the Board as Independent Directors is met at the Company.

Also, none of the Independent Directors have any pecuniary relationship with the Company except entitlement to sitting fees for attending Board/Committee Meetings of the Company.





The composition of the Board of Directors is in conformity with Regulation 17 of Listing Regulations and Sections 149 & 152 of the Companies Act, 2013, as amended from time to time.

Details of Directors on the Board of the Company as on March 31, 2025, their attendance at the Board Meetings and Annual General Meeting during the financial year ended March 31, 2025 and number of directorships in other Companies and number of Committees in which Director is a Member or Chairperson, are provided in the following Table 1:

TABLE 1

Name of Director & DIN	Category	Designation	Attendance Particulars for the F.Y. 2024-25			Number of Directorships in Companies**	Committees Position in Indian Companies#	
			No. of Board Meetings held	No. of Board Meetings attended	Last AGM (September 30, 2024)		Member	Chairperson
Mr. Ashok Gupta (DIN: 00277434)	Promoter & Whole time Director (Executive)	Executive Chairman	6	6	Yes	8	1	-
Mr. Neetesh Gupta (DIN: 00030782)	Non-Executive Non- Independent Director	Director	6	3	No	7	2	-
Mr. Gauri Shankar* (DIN: 06764026)	Non-Executive Independent Director	Director	6	6	Yes	6	2	4
Mr. Rakesh Kumar Srivastava* (DIN: 08896124)	Non-Executive Independent Director	Director	6	6	Yes	2	2	-
Mr. Naresh Kumar Jain (DIN: 01281538)	Non-Executive Independent Director	Director	6	6	Yes	6	5	1
Ms. Ritu Goyal (DIN: 05180676)	Non-Executive Independent Director	Director	6	6	Yes	5	2	1

**Appointed as an Independent Director w.e.f. April 01, 2024.*

***includes directorship in Optiemus Infracom Limited and excludes directorship in Private Companies, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013.*

#For the purpose of considering the limit of Committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of listed and unlisted Public Companies (including Optiemus Infracom Limited) have been considered.

Notes:

(i) None of the Directors of the Company hold directorship in excess of the limit specified in sub-section (1) of Section 165 of the Companies Act, 2013 and Regulation 17A of the Listing Regulations.

(ii) None of the Directors of the Company is a member in more than 10 Committees and Chairperson of more than 5 Committees across all the companies in which he/she is a Director, as specified in regulation 26 of Listing Regulations. Disclosures in this regard have been made by the Directors for the current year.

ii. Names of the Listed Entities where the person is a Director and the category of Directorship as on March 31, 2025

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 Paisalo Digital Limited	Independent Director Independent Director Independent Director
4.	Mr. Rakesh Kumar Srivastava	Optiemus Infracom Limited	Independent Director
5.	Mr. Naresh Kumar Jain	Optiemus Infracom Limited PNC Infratech Limited Sampann Utpadan India Limited Calcom Vision Limited Asian Hotels (North) Limited	Independent Director Independent Director Independent Director Independent Director Independent Director
6.	Ms. Ritu Goyal	Optiemus Infracom Limited Skyweb Infotech Limited A2Z Infra Engineering Limited	Independent Director Independent Director Independent Director

iii. Details of Board Meetings held during the year

During the financial year 2024-25, the Board met 6 (Six) times. (See Table 2).

TABLE 2

Date of the Board Meetings	Maximum gap permitted between two consecutive meetings	Board Strength	No. of Directors Present
May 29, 2024	120 days	6	6
August 13, 2024		6	6
August 31, 2024		6	5
November 13, 2024		6	5
December 12, 2024		6	5
February 11, 2025		6	6

Further, during the year, the Board of Directors also passed a Resolution by way of Circulation on March 24, 2025.

iv. Information available to the Board

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

Disclosure of relationship 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.

v. Web link where details of familiarisation programmes imparted to Independent Directors is disclosed

All Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time.

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*.

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.

Skill/ Expertise/ Competence of Directors:

Sr. No.	Name of Director	Skill/ 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; 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; Board Cohesion; Financial Expertise; Sustainability and ESG; Securities Laws; and Regulatory reforms
5.	Mr. Naresh Kumar Jain	Industry and Sector Experience; Corporate Governance; Capital Market; Financial Expertise; Securities Laws; Tax; Board Cohesion; Sustainability and ESG; Finance, Account and Stakeholder Relationship
6.	Ms. Ritu Goyal	Industry and Sector Experience; Corporate Governance; Financial Expertise; Legal; Securities Laws; Board Cohesion; and Stakeholder Relationship

vii. Confirmation regarding Independent Directors

Based on the declaration submitted by 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 Companies Act, 2013 and Listing Regulations and are independent of the management.

Further, no Independent Director resigned during the year before the expiry of his/her tenure.

Separate meeting of Independent Directors

In terms of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 25 of 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 Listing Regulations.

During the year, one meeting of Independent Directors was held on February 11, 2025.

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. All recommendations made by the Board Committees during the year were accepted by the Board. Minutes of Committee Meetings are also placed before the Board.

As on March 31, 2025, 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)
- **Mr. Naresh Kumar Jain**, Member (Independent, Non-Executive)

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)

Corporate Social Responsibility Committee

- **Mr. Naresh Kumar Jain**, Chairman (Independent, Non-Executive)
- **Mr. Rakesh Kumar Srivastava**, Member (Independent, Non-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. Naresh Kumar Jain**, Member (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)

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)

Preferential Allotment 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 constituting, assigning, co-opting and fixing of terms of service for committee members of various committees of the Company. The Chairman of the Board, in consultation with the Company Secretary of the Company and the Committees, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the Board for its approval. The quorum for meetings is governed by the relevant provisions laid down in the Listing Regulations & Companies Act, 2013.

i. Audit Committee

A. Brief description of terms of reference

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. 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 the Companies Act, 2013;
   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 Listing Regulations and the Companies 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 Audit Committee of the Company has been constituted as per the requirements of Listing Regulations. The composition of the Audit Committee is given under **Point No. 3** above.

During the year, the Audit Committee met 6 (Six) times i.e. on May 14, 2024, May 29, 2024, August 13, 2024, November 13, 2024, January 10, 2025 and February 11, 2025.

Attendance particulars of the members are as follows:

Name of Director	Category	No. of Meetings held during the tenure of Chairman/Member	No. of Meetings Attended
Mr. Gauri Shankar*	Chairman *(Independent & Non-Executive Director)*	6	6
Mr. Rakesh Kumar Srivastava*	Member *(Independent & Non-Executive Director)*	6	6
Mr. Naresh Kumar Jain	Member *(Independent & Non-Executive Director)*	6	6

**Appointed as Chairman/Member of the Committee w.e.f. April 01, 2024.*

Further, during the year, the Audit Committee also passed a Resolution by way of Circulation on March 28, 2025.

All the members of the Audit Committee are financially literate and possess sound knowledge of accounts, finance and audit matters. Mr. Vikas Chandra, Company Secretary of the Company, acts as Secretary of the Committee. The Internal Auditors and Statutory Auditors of the Company also attended the Meetings of the Audit Committee.

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 Auditor 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:

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;

   1A. 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.

2. formulation of criteria for evaluation of performance of independent directors and the board of directors;

3. devising a policy on diversity of board of directors;

4. 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;

5. 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;

6. recommend to the board, all remuneration, in whatever form, payable to senior management;

7. Administer the implementation and award of stock options under the stock option plans of the Company;

8. 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

9. 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 placed 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 & Attendance of the Committee

The Nomination and Remuneration Committee of the Company has been constituted as per the requirements of Listing Regulations and Companies Act, 2013. 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 i.e. on May 29, 2024 and August 31, 2024.

Attendance particulars of the members are as follows:

Name of Director	Category	No. of Meetings held during the tenure of Chairman/Member	No. of Meetings Attended
Ms. Ritu Goyal*	Chairperson *(Independent & Non-Executive Director)*	2	2
Mr. Gauri Shankar*	Member *(Independent & Non-Executive Director)*	2	2
Mr. Naresh Kumar Jain	Member *(Independent & Non-Executive Director)*	2	2

**Appointed as Chairperson/Member of the Committee w.e.f. April 01, 2024.*

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

C. Performance evaluation criteria for Independent Directors

Performance of all directors including Independent Directors are carried out in a manner as specified in Nomination and Remuneration Policy and is also briefly described in 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 & Attendance of the Committee

The Stakeholders Relationship Committee of the Company has been constituted as per the requirements of Listing Regulations and Companies Act, 2013. The composition of the Stakeholders Relationship Committee is given under **Point No. 3** above.

During the year, the Stakeholders Relationship Committee met 12 (Twelve) times i.e. on April 18, 2024, May 02, 2024, June 06, 2024, June 21, 2024, July 08, 2024, July 19, 2024, August 08, 2024, October 26, 2024, November 29, 2024, January 11, 2025, February 13, 2025 and March 11, 2025.

Attendance particulars of the members are as follows:

Name of Director	Category	No. of Meetings held during the tenure of Chairman/ Member	No. of Meetings Attended
Ms. Ritu Goyal*	Chairperson *(Independent & Non-Executive Director)*	12	12
Mr. Ashok Gupta	Member *(Chairman & Executive Director)*	12	12
Mr. Neetesh Gupta	Member *(Non-Independent & Non-Executive Director)*	12	6

**Appointed as Chairperson of the Committee w.e.f. April 01, 2024.*

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

C. Detail of Investor complaints received and resolved by the Company during the financial year 2024-25 is give below:

No. of Investor Complaints pending as on April 1, 2024	No. of Investor Complaints received during the Financial Year	No. of Investor Complaints disposed during the Financial Year	No. Investor Complaints not solved to the satisfaction of shareholder	No. of Investor Complaints Pending as on March 31, 2025
Nil	2	2	Nil	Nil

D. Compliance Officer

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

iv. RISK MANGEMENT COMMITTEE

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 Risk Management Committee of the Company has been constituted as per the requirements of Listing Regulations. The composition of the Risk Management Committee is given under **Point No. 3** above.

During the year, the Risk Management Committee met 2 (Two) times i.e. on August 13, 2024 and February 11, 2025.

Attendance particulars of the members are as follows:

Name of Director	Category	No. of Meetings held during the tenure of Chairman/Member	No. of Meetings Attended
Mr. Ashok Gupta	Chairman *(Non-Independent & Executive Director)*	2	2
Mr. Neetesh Gupta	Member *(Non-Independent & Non-Executive Director)*	2	2
Mr. Gauri Shankar*	Member *(Independent & Non- Executive Director)*	2	2

**Appointed as Member of the Committee w.e.f. April 01, 2024.*

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

4. SENIOR MANAGEMENT

In terms of Listing Regulations, particulars of Senior Management including changes therein during the Financial Year 2024-25 is given below:

Sr. No.	Name	Designation	Changes, if any
1.	Mr. Parveen Sharma	Chief Financial Officer	-
2.	Mr. Sanjay Mirakhur	Associate Vice President-Sales	-
3.	Mr. Anoop Jain	Head-Admin	-
4.	Mr. Vrajesh Shelat	President-New Projects	Appointed w.e.f. June 01, 2024
5.	Mr. Vikas Chandra	Company Secretary & Compliance Officer	-

5. REMUNERATION OF DIRECTORS

i. Pecuniary relationship or transactions with Non-Executive Directors

During the year, there were no pecuniary relationships or transactions with any Non-Executive Director of the Company.

Non-Executive Independent Directors were paid only sitting fees for attending each Board and Committee meetings. Further, no Commission was paid to any of the Non-Executive Directors of the Company.

ii. Criteria of making payments to Non-Executive Directors

Non-Executive Independent Directors of the Company are paid only sitting fees for attending Board and Committee meetings. The Nomination and Remuneration Policy of the Company, *inter alia*, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website under the web link *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 remuneration policy is aimed to attract and retain high calibre talent.

Detail of remuneration paid to Executive and Non-Executive Directors and their shareholding in the Company for the year ended March 31, 2025 is given below:

(Amount in Lakhs)

Name of the Director	Mr. Ashok Gupta	Mr. Neetesh Gupta	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava	Mr. Naresh Kumar Jain	Ms. Ritu Goyal
Designation	Executive Chairman	Non-Executive Non-Independent Director	Independent Director	Independent Director	Independent Director	Independent Director
Basic Salary	45.00	-	-	-	-	-
House Rent Allowance	22.50	-	-	-	-	-
Conveyance Allowance	0.19	-	-	-	-	-
City Compensatory Allowance	22.29	-	-	-	-	-
Child Education Allowance	0.02	-	-	-	-	-
Perquisites	-	-	-	-	-	-
Commission	-	-	-	-	-	-
Pension	-	-	-	-	-	-
Performance Incentive	-	-	-	-	-	-
Stock Options	-	-	-	-	-	-
Bonus	-	-	-	-	-	-
Sitting Fees	-	-	5.80	5.50	5.70	4.40
Total	**90.00**	**-**	**5.80**	**5.50**	**5.70**	**4.40**
Shareholding & percentage to total paid up shares	5,754,894 (6.60%)	5,214,607 (5.98%)	Nil	Nil	Nil	Nil

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 Directors. No notice period or severance fee is payable to any Director. The statutory provisions will however apply.

c) Stock option details

During the year under review, no stock option was granted to any Director of the Company.

6. GENERAL BODY MEETINGS

A. Annual General Meetings

Location and Time of the last 3 Annual General Meetings are mentioned below:

AGM	Day, Date & Time	Venue	Subject Matter of the Special Resolutions so passed
29th AGM	Thursday, September 29, 2022 at 11:00 A.M.	Video Conferencing / Other Audio Visual Means	1. Re-appointment of Mr. Ashok Gupta (DIN: 00277434), as a Whole-Time Director, designated as Executive Chairman. 2. Alteration of Object Clause of Memorandum of Association of the Company. 3. Approval for amendment in Optiemus Employee Stock Option Scheme-2016 for inclusion of grant of stock options to the employees of Group Company including Associate Company, in India or outside India, of the Company. 4. Approval for increase in exercise period under Optiemus Employee Stock Option Scheme-2016.
30th AGM	Friday, September 22, 2023 at 11:00 A.M.	Video Conferencing / Other Audio Visual Means	None
31st AGM	Monday, September 30, 2024 at 11:00 A.M.	Video Conferencing / Other Audio Visual Means	None

B. Extra-Ordinary General Meetings

The Company has sought approval of shareholders at the Extra-Ordinary General Meeting held on Saturday, January 04, 2025 for the following matters:

1. Issuance of up to 21,85,884 Equity Shares to the persons belonging to the 'Non-Promoter' Category on Preferential Basis;

2. Issuance of up to 42,76,106 Fully Convertible Warrants to the persons belonging to the 'Promoter & Promoter Group' and 'Non-Promoter' Category on Preferential Basis;
3. Approval for entering into material related party transactions with Bharat Innovative Glass Technologies Private Limited, Subsidiary Company.

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

No Postal Ballot was conducted during the financial year 2024-25.

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 and Listing Regulations read with rules made thereunder as amended from time to time shall be complied with, whenever necessary.

7. MEANS OF COMMUNICATION

The Company believes that the prompt and timely communication of information to the shareholders reflects the transparency and good corporate governance practice of an organisation.

i. Quarterly Results

The Company publishes extracts of un-audited standalone and consolidated Financial Results on 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 Listing Regulations.

ii. 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.

iii. Website, where displayed

The financial results are displayed on the Company's website at www.optiemus.com. Simultaneously, financial results of the Company are also available at the website of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

Further, pursuant to Regulation 46 of Listing Regulations, the Company's website provides comprehensive information on 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 service Shareholders, enabling them to access information at their convenience.

iv. Official news release:

Official news releases that carry material information as per the Company's policy for determination of materiality of events or information, are sent to Stock Exchanges as well as displayed on the Company's website.

v. Presentations made to Institutional Investors or to the analysts

Presentation made to Institutional Investors / Analyst are filed with the Stock Exchanges i.e. BSE and NSE and also uploaded on the Company's website.

Further, the Company has designated an e-mail ID exclusively for investor service: info@optiemus.com.

8. GENERAL SHAREHOLDER INFORMATION

(i) 32nd Annual General Meeting

Day	Tuesday
Date	September 30, 2025
Time	3:00 P.M.
Venue	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 this Annual General Meeting.

(ii) Financial Year: April 01, 2025 to March 31, 2026

Tentative Calendar for adoption of Financial Results (Audited/Un-audited) in F.Y. 2025-26 (subject to change):

For the quarter ending June 30, 2025	Upto August 14, 2025
For the quarter & half year ending September 30, 2025	Upto November 14, 2025
For the quarter ending December 31, 2025	Upto February 14, 2026
For the quarter & year ending March 31, 2026	Upto May 30, 2026

(iii) Book Closure Date

Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).

(iv) Dividend Payment Date

No dividend is proposed by the Board of Directors for the financial year 2024-25.

(v) Listing on Stock Exchanges

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

Name of Exchange and Address	Scrip Code/Symbol
BSE Limited (BSE) Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	530135
The National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E) Mumbai -400051	OPTIEMUS

Annual Listing fees for the financial year 2024-25, as applicable, have been paid to the Stock Exchanges, where the securities of the Company are listed, within stipulated timeline.

(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 F.Y. 2024-25.

(vii) Registrar and Share Transfer Agent

M/s. Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062, Ph. No. 011-29961281/82, Website: www.beetalfinancial.com, Email**:** beetal@beetalfinancial.com.

(viii) Share Transfer System

In terms of the amended Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialised form. Further, transmission and transposition can only be affected in dematerialised form. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialised form. Transfers of equity shares in electronic form are effected through the depository system with no involvement of the Company.

With effect from January 25, 2022, SEBI has made it mandatory for listed companies to issue securities in dematerialized mode only while processing any investor service request viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition.

Further, SEBI vide its Circular dated January 25, 2022, clarified that the RTA/ listed company shall verify and process the service requests and thereafter, issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities. If the shareholder fails to submit the request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account of the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

Also, in terms of 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 total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid-up and listed capital of the Company. The Audit Report, *inter alia*, confirms that the Register of Members is duly updated and that demat / remat requests were confirmed within stipulated time etc. The said report is also submitted by the Company to Stock Exchanges on quarterly basis.

Furthermore, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has introduced a special 6-month window from July 07, 2025 to January 06, 2026 for investors, whose physical share transfer requests (submitted before April 01, 2019) were rejected or returned due to documentation issues. Under this new window, such investors can now re-submit their old transfer requests but shares will be transferred only in demat form, not in physical mode. Members are requested to kindly re-lodge their pending transfer requests during this special window.

(ix) Distribution of Shareholding as on March 31, 2025:

Shareholding of nominal value of Rs. 10/- each	Shareholders		Shares		
Rs.	**Number**	**% to Total**	**Number**	**Amount in Rs.**	**% to Total**
Upto 5000	32966	89.18	2918013	29180130	3.34
5001 - 10000	1815	4.91	1419566	14195660	1.63
10001 - 20000	1038	2.81	1552612	15526120	1.78
20001 - 30000	369	1.00	931441	9314410	1.07
30001 - 40000	172	0.47	605288	6052880	0.69
40001 - 50000	135	0.37	627309	6273090	0.72
50001 - 100000	257	0.69	1882908	18829080	2.16
100001 & above	212	0.57	77315854	773158540	88.61
Total	**36964**	**100.000**	**87252991**	**872529910**	**100.00**

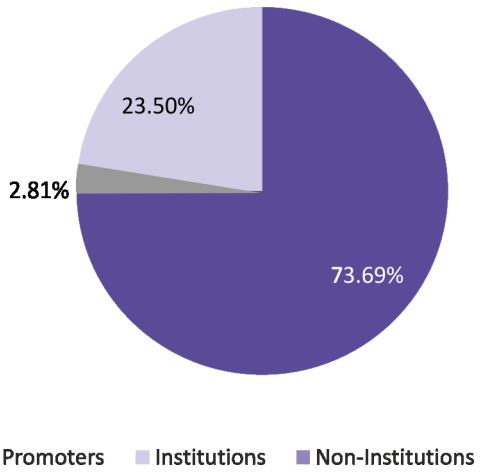
(x) Shareholding Pattern as on March 31, 2025

Category	Number of Shares Held	Percentage of Shareholding (%)
Promoters	6,43,00,541	73.69
Institutions		
Foreign Portfolio Investors, Mutual Funds, Alternate Investment Funds	24,48,285	2.81
Non-Institutions		
Individuals	1,32,06,778	15.14
NRI	3,85,020	0.44
Body Corporate	58,83,317	6.74
Others*	10,29,050	1.18
Total	**8,72,52,991**	**100.00**

**Includes Clearing Members, 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, 2025 wherein the Shareholding is consolidated on the basis of PAN.

Shareholding Pattern as on March 31, 2025 depicted by way of pie chart as follows:



(xi) Dematerialization of Shares and Liquidity

About 99.09% of the Equity Shares of the Company are in dematerialized form as on March 31, 2025. The Company's shares are compulsorily traded in dematerialization form. The Equity Shares of the Company are actively traded on BSE and NSE. Security Code No. with NSDL and CDSL is - ISIN-INE350C01017. The status of shares held in demat and physical format is given below. The Company's shares are liquid and actively traded on the NSE and BSE:

Particulars	As on March 31, 2025		As on March 31, 2024	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Shares in Demat Form	**86457543**	**99.09**	**84904443**	**98.89**
NSDL	72450885	83.04	71891816	83.73
CDSL	14006658	16.05	13012627	15.16
Shares in Physical Form	**795448**	**0.91**	**952748**	**1.11**
Total	**87252991**	**100.00**	**85857191**	**100.00**

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

The Company has not issued any Global Depository Receipts / American Depository Receipts/ Convertible Instruments during the year.

However, during the year, the Company has allotted 30,12,800 Fully Convertible Warrants on a preferential basis to the person belonging to 'Promoter & Promoter Group' and 'Non-Promoter' Category', with an option to convert the same into an equal number of equity shares of face value of Rs. 10/- each at a price of Rs. 672.25/- per warrant (including a premium of Rs. 662.25/- per warrant), in one or more tranches, within a period of 18 months from the date of allotment of warrants (February 8, 2025) and as per the terms and conditions approved in the Extra-Ordinary General Meeting of the Company held on January 4, 2025. As at March 31, 2025, no warrant has been converted into equity shares, therefore, all the warrants i.e. 30,12,800 are outstanding for conversion into equity shares.

Upon conversion of these warrants, the Paid-up Equity Share Capital of the Company on a fully diluted basis will increased to Rs. 90,26,57,910/- (Rupees Ninety Crore Twenty Six Lakh Fifty Seven Thousand Nine Hundred and Ten Only) divided into 9,02,65,791 (Nine Crore Two Lakh Sixty Five Thousand Seven Hundred and Ninety One) Equity Shares of Rs. 10/- each.

(xiii) Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence, the disclosure pursuant to SEBI Master Circular dated July 11, 2023 is not required to be given. Further, during the year, foreign exchange risk was minimal/negligible on standalone basis. On consolidated basis, there is foreign exchange risk, but, it is mitigating by passing on to the suppliers on the basis of 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 D-348, Sector-63, Noida, U.P.- 201307	**Beetal Financial and Computer Services Private Limited** Beetal House, 3rd Floor, 99, Madangir, New Delhi -110062
Ph. No: 0120-2406450/52, +91 9667031878	Ph. No: 011-29961281/82
e-mail: info@optiemus.com	e-mail: beetal@beetalfinancial.com

(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

The Company has obtained credit rating from ICRA Limited. Disclosure in this regard is provided in the Report of the Board of Directors of the Company and the same is also available on the Company's website at www.optiemus.com under Investor Relations Section.

9. OTHER DISCLOSURES

i. Related Party Transactions

During the financial year 2024-25, no materially significant related party transactions have been entered into by the Company with the Promoters, Directors or Management or their relatives that may have a potential conflict with the interest of the Company at large.

Further, the transactions with the related parties as specified in Indian Accounting Standards (IND AS 24) are disclosed in the financial statements forming part of this Annual Report.

A statement on related party transactions is presented before the Audit Committee on a quarterly basis for its review. Register under Section 189 of the Companies Act, 2013 is maintained and particulars of transactions are entered in the said Register, whenever applicable. The related party transactions which requires approval of Board/ Audit Committee are provided to the Board and Audit Committee and the interested Directors neither participate in the discussion, nor do they vote on such matters, when such matters come up for approval at their respective meetings.

Also, the material related party transactions were placed before the shareholders for obtaining their approval as per the provisions of Companies Act and Listing Regulations.

The Policy on 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

The Company has neither been penalized nor the stock exchanges, SEBI or any statutory authority have imposed any structures during the last three years on any matter relating to capital markets.

iii. Vigil Mechanism/ Whistle Blower Policy

As per Regulation 22 of Listing Regulations and the provisions of Section 177 of the Companies Act, 2013 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 the mandatory requirements as stipulated in 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 Listing Regulations:

(1) Shareholders Right

Quarterly financial statements/results are published in leading newspapers and uploaded on Company's website under the web link *https://www.optiemus.com/quarterlyresult.html*.

(2) Reporting of Internal Auditor

The Internal Auditors report to the Chief Financial Officer and have direct access to the Audit Committee.

(3) Modified opinion(s) in Audit Report

The Company's audited financial statements are accompanied with unmodified opinion from the Statutory Auditors of the Company.

v. Material Subsidiary

During the financial year 2024-2025, there were following 2 (Two) material subsidiaries of the Company as per the criteria given in Regulation 16(1)(c) of Listing Regulations:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment
Optiemus Electronics Limited	January 29, 2016	New Delhi	M/s. SPS Associates, Chartered Accountants	*September 28, 2022
GDN Enterprises Private Limited	October 12, 2010	New Delhi	M/s. Naveen Associates, Chartered Accountants	*September 27, 2022

**Date of re-appointment.*

As per the criteria given in Regulation 24 of Listing Regulations, the Company has nominated one of the Independent Directors of the Company, as Director on the Board of the above-mentioned Material Subsidiaries.

The policy for determining 'material' subsidiaries 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, the Company has raised fund of Rs. 9,383.27 Lakhs through issue of 13,95,800 equity shares and Rs. 5,063.39 Lakhs (25% of the issue price) through issue of 30,12,800 fully convertible warrants at an issue price of Rs. 672.25/- (including premium of Rs. 662.25/- per share/ warrant), under preferential issue, in accordance with the applicable statutory provisions and regulatory guidelines and the necessary approvals.

Under the said issue, the Company has received 100% subscription money from the applicants of equity shares and 25% of the total subscription money from the applicants of warrant holders. Upon receipt of remaining 75% payment from warrant holders, the aforesaid warrants will be converted into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each and allotment of those converted equity shares will be made by the Company, from time to time, as may be required.

The details of utilization of proceeds of preferential issue as on March 31, 2025 is as follows:

(Amount in Lakhs)

Sr. No.	Objects	Fund raised	Utilisation of fund
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;	6,846.10	3,100.00
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;	5,186.44	2,500.00
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;	1,867.12	0.00
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;	6,846.10	4,480.00
5.	To meet working capital requirements of the Company;	1,481.84	*1,500.00
6.	For General Corporate Purposes.	7,409.20*	1,546.00
	Total	**29,636.80****	**13,126.00**

**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.*

***assuming full conversion of fully convertible warrants into equity shares.*

During the year, the Company has received Rs. 14,446.65 Lakhs under the said issue, out of which Rs. 13,126 Lakhs has been utilized and Rs. 1,320.65 Lakhs remains unutilized. The unutilized amount has been kept in a separate bank account maintained for the said purpose.

Further, there is no deviation or variation in the utilisation of funds from the objects stated in the Explanatory Statement to the Notice of the Extra-Ordinary General Meeting held for approval of Preferential allotment of Warrants. The funds raised through the respective issues were utilised for the purpose for which it was raised and in accordance with the objects of the said Preferential issue.

Pursuant to the provisions of Regulation 32 of the 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

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A certificate to this effect, duly signed by the Practicing Company Secretary 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 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, one of its Subsidiary Company viz. Optiemus Unmanned Systems Private Limited and its step-down subsidiary viz. Optiemus Telecommunication Private Limited.

The particulars of total fees paid by the Company, one of its Subsidiary Company viz. Optiemus Unmanned Systems Private Limited and its step-down subsidiary viz. Optiemus Telecommunication Private Limited, to the said Statutory Auditors for the F.Y. 2024-25 on a consolidated basis is given below:

Type of Service	**Amount (In Lakhs)**
Statutory Audit Fees	9.00
Tax Audit Fees	1.25
Limited Review Reports	2.25
Certification Fees	0.30
Reimbursement of expenses	0.31
Total	**13.11**

Further, no fees have been paid by other subsidiaries of the Company to the said Statutory Auditors or any of the entities in the network firm/network entity of which the said statutory auditor is a part as there are separate 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.

Detail of complaints received during the year is as follows:

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

xi. Related party disclosure

Related party disclosures with respect to loans/ advances/ investments at the year-end and the outstanding amount thereof during the year as required under Part A of Schedule V of Listing Regulations have been provided under note no. 26 of the notes to Standalone Financial Statements of the Company, forming part of annual report.

Further, the detail of transactions entered into by the Company with the person / entity belonging to the Promoter and Promoter Group, which holds 10% or more shareholding in the Company as per Para 2A of the aforesaid schedule, is also given under note no. 26 of the notes to Financial Statements of the Company, forming part of annual report.

xii. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of Listing Regulations and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations. A certificate in this regard has been obtained from the Practicing Company Secretary, which is forming part of Directors' Report.

xiii. CEO/CFO Certificate

The certificate required under Listing Regulations duly signed by the CEO/WTD and CFO was placed before the Board and the same is annexed as ***'Annexure-B'.***

xiv. Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been 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, 2025.

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 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 01.04.2024	2	*500
Number of shareholders of whose shares were transferred to suspense account during the year	-	-
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	1	300

Particulars	No. of Shareholders	No. of Shares
Number of shareholders to whom shares were transferred from suspense account during the year	1	300
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of year i.e. as on 31.03.2025	1	*200

**Voting rights on these shares shall remain frozen till the time such shares are transferred from the Unclaimed Suspense Account to the concerned shareholders.*

xvi. Transfer to 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 will be transferred to the Investor Education and Protection Fund (IEPF), as required under Section 124 of the Companies Act, 2013. ("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 due date of transfer of unclaimed dividend and the shares to IEPF is given in the below table:

Financial Year	Dividend Type	Date of declaration of Dividend	Due date of transfer to IEPF	Unclaimed Dividend as on 31.03.2025
2022-23	Interim	May 26, 2023	June 30, 2030	Rs. 12,01,262.50

Members who have not encashed their Dividend Cheque for the said financial year are requested to write immediately to the Secretarial Department of the Company at the Corporate Office of the Company or to the Registrar and Share Transfer Agent of the Company, for 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

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations:

Not Applicable

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 32nd 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 the 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 the web link *https://www.optiemus.com/policies/Terms_And_Conditions_of_Appointment_Of_Independent_Directors.pdf.*

xxv. Choice of Nomination

In terms of the SEBI circular dated June 10, 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective Depository Participant(s), if shares are held in dematerialised form. Further, as mandated in the said circular, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts). The prescribed nomination form (SH-13) can be downloaded from Company's/ RTA's website.

xxvi. Updating of KYC Details

1. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities

SEBI vide its circular dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios whereas the provisions relating to freezing of folios upon non-submission of any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities, has been done away.

Further, in this regard, SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC details or any change/ updation

thereof. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.optiemus.com under Share Registration Section under Investor Relations.

In terms of the aforesaid SEBI Circular, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

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/ RTA's Website.

3. 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-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 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 can initiate dispute resolution through the 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 concerned Depository Participants.

For and on behalf of the Board of Directors
Optiemus Infracom Limited

Date:August 28, 2025
Place: Noida (U.P.)

Ashok Gupta
Executive Chairman
DIN: 00277434

OPTIEMUS INFRACOM LIMITED

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, Second 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 registered office at K-20, Second Floor, Lajpat Nagar Part-II (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 Directors on the Board of the Company for the financial year ended March 31, 2025, 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.

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
CP No.: 8072
UDIN: F007714G000914422

Date: 01st August, 2025
Place: New Delhi

OPTIEMUS INFRACOM LIMITED

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, 2025 and based on our knowledge and belief, we state that:

   1. These statements do not contain any materially untrue statement or omit any material fact or contain 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.

Ashok Gupta
Whole Time Director
DIN:00277434

Parveen Sharma
Chief Financial Officer

Date: May 26, 2025
Place: Noida

OPTIEMUS INFRACOM LIMITED

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

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

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2025.

On behalf of the Board of Directors of
Optiemus Infracom Limited

Date: April 05, 2025
Place: Noida

Ashok Gupta
Executive Chairman
DIN: 00277434

OPTIEMUS INFRACOM LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Optiemus Infracom Limited

Report on the Audit of the Standalone Ind AS Financial Statements

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, 2025 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, 2025, and it's profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

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.

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.

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.

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.

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:

i. 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.

ii. 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.

iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv. 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.

v. 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.

Report on other legal and regulatory requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as 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 Flow 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, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended from time to time.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over 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 standalone Ind AS financial statements.

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv) a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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(s) or entity(ies), including foreign entities ("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, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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 and

c) Based on audit procedures which we 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 (iv) and (v) contain any material mis-statement.

v) The company 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, which included test checks, 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. (Refer note 36 to the accompanying Ind AS financial statement).

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with, wherein the audit trail functionality was enabled.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, 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
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 25094072BMUIWB1990

Place: Noida, Uttar Pradesh
Date: May 26, 2025

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, 2025 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, 2025, 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
ICAI Firm Registration Number: 016693N

Monika Goel
Partner
ICAI Membership Number: 094072
UDIN: 25094072BMUIWB1990

Place: Noida, Uttar Pradesh
Date: May 26, 2025

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, 2025, 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 on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of ₹5 crores, in aggregate, from any banks or financial institutions on the basis of security of current assets. Accordingly reporting requirements under clause 3(ii)(b) of the Order are not applicable.

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 provided unsecured loans or advances in the nature of loans or stood guarantee, or provided security 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	Unsecured loans	Nil	Nil
Subsidiaries	Corporate guarantee	55,750 lakhs	12,544 lakhs

(B) The company has 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; 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
Others	Unsecured loans	Nil	2,698.20 lakhs
Others	Corporate guarantee	Nil	Nil

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.

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) In our opinion, the company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. The details of which has been specified below:

(Figures in INR Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate of Loans / advances in nature of loan			
- Repayable on demand	2,698.20	-	-
- Agreement does not specify any terms or period of repayment	-	-	-
Total Loans	**2,698.20**	**-**	**-**
% of loans / advances in nature of loan to total loans			
- Repayable on demand	100.00%	-	-
- Agreement does not specify any terms or period of repayment	-	-	-
Total Loans	**100.00%**	**-**	**-**

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 deemed to be deposits from the public within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder during the year. Accordingly, the reporting requirements under clause 3(v) of the Order are not applicable.

6) According to the information and explanations given to us and based on our examination of the records of the Company, the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 has not been prescribed by the Central Government. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

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.

b) According to the information and explanations given to us and based on our examination of the records of the Company, 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, 2025, for a period of more than six months from the date they became payable.

c) Details of statutory dues referred to in sub – clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the Statute	Nature of the dues	Period (A.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, Haryana	Central Sales Tax	2013-14	20.41	Tribunal
Sales Tax / VAT, Haryana	Central Sales Tax	2014-15	5.09	Tribunal
Sales Tax / VAT, Haryana	Central Sales Tax	2015-16	7.45	Tribunal
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
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

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) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest to any lender during the year.

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) On an overall examination of the Ind AS financial statements of the Company, funds raised on short-term basis have, prima facie, not been utilized during the year for long-term purposes by 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) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of shares and share warrants during the year. The Company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013 to the extent applicable. The funds raised through such preferential allotment have been utilised 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 toward 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: 25094072BMUIWB1990

Place: Noida, Uttar Pradesh
Date: May 26, 2025

STANDALONE BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	3	6.57	24.94
(b) Investment property	4	-	14.04
(c) Right to use assets	5	51.81	-
(d) Financial assets	6		
(i) Investments	6(a)	41,246.44	14,566.44
(ii) Other financial assets	6(b)	375.33	382.53
(e) Other non-current assets	8	2,101.04	-
Total non-current assets (A)		**43,781.19**	**14,987.95**
B. Current assets			
(a) Inventories	9	7.13	88.52
(b) Financial assets	10		
(i) Trade receivables	10(a)	28,515.81	19,264.95
(ii) Cash and cash equivalents	10(b)	3,218.57	340.35
(iii) Other bank balances (other than ii above)	10(c)	32.87	17.87
(iv) Loans	10(d)	-	15,392.96
(v) Other financial assets	10(e)	91.71	5,045.05
(c) Current tax assets (net)		243.00	243.01
(d) Other current assets	11	878.33	173.27
Total current assets (B)		**32,987.42**	**40,565.98**
Total assets (A+B)		**76,768.61**	**55,553.93**
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	12	8,725.30	8,585.72
(b) Other equity	13	50,183.67	33,647.07
Total equity (A)		**58,908.97**	**42,232.79**
Liabilities			
B. Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	5	42.78	-
(b) Provisions	14	9.58	7.78
(c) Deferred tax liabilities (net)	7	372.70	259.53
Total non-current liabilities (B)		**425.06**	**267.31**

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
C. Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	5	12.27	-
(ii) Trade payables	15(a)		
- total outstanding dues of micro enterprises and small enterprises		1.86	0.03
- total outstanding dues of creditors other than micro enterprises and small enterprises		16,989.39	12,130.83
(iii) Other financial liabilities	15(b)	12.01	12.11
(b) Other current liabilities	16	305.99	243.00
(c) Provisions	14	12.11	19.39
(d) Current tax liabilities (net)		100.95	648.47
Total current liabilities (C)		**17,434.58**	**13,053.83**
Total liabilities (B+C)		**17,859.64**	**13,321.14**
Total equity and liabilities (A+B+C)		**76,768.61**	**55,553.93**

See accompanying notes forming part of standalone Ind AS financial statements — 1 to 39

The accompanying notes form an integral part of the 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 26, 2025

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 26, 2025

STANDALONE STATEMENT OF PROFIT & LOSS

(₹ in Lakhs except Earning Per Share)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Income			
Revenue from operations	17	59,153.05	64,442.53
Other income	18	1,316.10	2,336.32
Total income (A)		**60,469.15**	**66,778.85**
B. Expenses			
Purchase of traded goods	19	55,003.11	57,131.38
Changes in inventories of stock-in-trade	20	81.39	5.99
Employee benefits expense	21	509.29	555.78
Finance costs	22	91.39	26.46
Depreciation and amortisation expense	23	26.65	10.74
Other expenses	24	1,487.81	5,480.00
Total expenses (B)		**57,199.64**	**63,210.35**
C. Profit /(loss) before exceptional items and tax (A-B)		3,269.51	3,568.50
D. Exceptional Items		-	-
E. Profit /(loss) before tax (C-D)		**3,269.51**	**3,568.50**
F. Tax expense:	7		
(a) Current Tax		(932.30)	(834.54)
(b) Adjustment of tax related to earlier years		-	(8.73)
(c) Deferred Tax		(113.17)	(221.93)
Total tax expense		(1,045.47)	(1,065.20)
G. Profit /(loss) for the year (E+F)		**2,224.04**	**2,503.30**
H. Other comprehensive income			
Items that will not be reclassified to Profit or Loss :			
- Re-measurement of gains / (losses) on defined benefit plans	30 (d)	5.49	(4.70)
- Income tax relating to items that will not be reclassified to Profit or Loss		-	-
Total other comprehensive income for the year (net of tax) (H)		**5.49**	**(4.70)**
I. Total comprehensive income for the year (G+H)		**2,229.53**	**2,498.60**
J. Earnings per equity share (EPS)	25		
Basic (in ₹)		2.59	2.91
Diluted (in ₹)		2.58	2.91
Face value per share (in ₹)		10.00	10.00

See accompanying notes forming part of standalone Ind AS financial statements 1 to 39

The accompanying notes are an integral part of the 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 26, 2025

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 26, 2025

OPTIEMUS INFRACOM LIMITED

STANDALONE STATEMENT OF CASH FLOW

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**3,269.51**	**3,568.50**
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation on property, plant and equipment	9.38	10.74
Depreciation on right to use assets	17.27	-
Bad debts written off	83.04	3,927.87
Provision for doubtful loans	674.55	674.55
Provision for doubtful debtors	14.90	18.07
Provision for gratuity made	6.56	7.91
Lease equilization rent booked	0.29	-
Loss on sale of current investment	-	2.24
Investments written off	4.40	1.00
Finance costs (including fair value change in financial instruments)	91.39	26.46
Foreign exchange gain/ loss	(3.88)	(19.42)
Profit on sale of investment property	(10.95)	(1.00)
Profit on sale of property, plant and equipment	(7.85)	(2.34)
Excess liabilities written back	(114.09)	(16.24)
Interest income	(853.63)	(1,359.13)
Bad debts recovered	(2.42)	-
Fair value gain on financial instruments at fair value through profit & loss	(312.31)	(937.09)
Operating profit before working capital changes	**2,866.16**	**5,902.12**
Working capital Adjustments:		
(Increase)/ Decrease in trade and other receivables and prepayments	(5,091.93)	2,115.48
(Increase)/Decrease in inventories	81.39	5.99
Increase/(Decrease) in trade and other payables and provision	5,034.43	(5,793.72)
Cash generated from/(used in) operating activities	**2,890.05**	**2,229.87**
Income tax paid	(1,479.83)	(147.99)
Net cash generated from/(used in) operating activities (A)	**1,410.23**	**2,081.88**
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(11.91)	(16.03)
Proceeds from sale of property, plant and equipment	28.75	5.32
Proceeds from sale of investment property	25.00	84.99
Acquisition of Right to use asset	(69.08)	-
Acquisition of investment in subsidiaries including advances	(28,472.10)	(11.48)
Proceeds from fixed deposits with original maturities more than 3 months (net)	(15.00)	(5.87)
Repayment of loans received / (loans given)	14,718.39	(2,121.24)
Redemption of current investment	-	25.54
Interest received	853.63	1,359.13
Net cash generated from/(used in) investing activities (B)	**(12,942.32)**	**(679.64)**

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of equity share capital	139.58	-
Money received against issue of share warrants	5,063.39	-
Interim dividend paid	-	(1,287.87)
Lease Liability	55.05	-
Finance costs paid	(91.39)	(26.46)
Security premium reserve	9,243.68	-
Net cash generated from/(used in) financing activities (C)	**14,410.31**	**(1,314.33)**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	**2,878.22**	**87.91**
Cash and cash equivalents at the beginning of the year	340.35	252.44
Cash and cash equivalents at the end of the year	**3,218.57**	**340.35**
Components of cash and cash equivalents		
Balances with banks in current accounts	3,218.12	339.76
Cash on hand	0.45	0.59
	3,218.57	**340.35**

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. The accompanying notes form an integral part of the 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 26, 2025

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 26, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

(₹ in Lakhs)

At March 31, 2024

Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
8,585.72	-	8,585.72	-	8,585.72

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

b. Other equity

(₹ in Lakhs)

Particulars	Attributable to equity shareholders				Total
	Reserves and Surplus				
	General reserve	Security premium reserve	Retained earnings	Money received against share warrants	
As at April 01, 2023	**260.93**	**110.51**	**32,064.90**	**-**	**32,436.34**
Profit for the year	-	-	2,503.30	-	2,503.30
Other comprehensive income, net of tax	-	-	(4.70)	-	(4.70)
Dividend paid	-	-	(1,287.87)	-	(1,287.87)
As at March 31, 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**

See accompanying notes forming part of Ind AS Standalone financial statements
The accompanying notes form an integral part of the Ind AS 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 26, 2025

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 26, 2025

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS

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 26, 2025.

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.

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 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 mobile handsets and mobile 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 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.

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 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) 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.

2.2.8 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.

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

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 Company has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the company 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 company may transfer the cumulative gain or loss within equity.

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 '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 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

- Lease liability
- 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-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.

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-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.

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 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 isdetermined on first in, first out basis.

iii. **Traded goods**: cost includes cost of purchase and other costs incurred in bringing the inventories to their presentlocation 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 from April 01, 2024.

3. PROPERTY, PLANT AND EQUIPMENT (PPE)

(₹ in Lakhs)

Particulars	Furniture and fittings	Electrical fittings	Plant and machinery	Office equipment	Computers	Motor vehicles	Total
Gross carrying amount							
As at April 01, 2023	-	-	-	0.42	9.61	544.50	554.53
Additions	0.14	-	-	-	15.89	-	16.03
Disposals	-	-	-	-	-	(147.75)	(147.75)
As at March 31, 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**
Accumulated depreciation							
As at April 01, 2023	-	-	-	0.04	7.55	524.30	531.89
Charge for the year	0.07	-	-	0.17	7.53	2.97	10.74
Disposals	-	-	-	-	-	(144.76)	(144.76)
As at March 31, 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**
Net carrying amount							
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**
As at March 31, 2023	**-**	**-**	**-**	**0.38**	**2.06**	**20.20**	**22.64**

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. INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars	Land	Total
Gross carrying amount		
As at April 01, 2023	98.04	98.04
Additions	-	-
Disposals	84.00	84.00
As at March 31, 2024	**14.04**	**14.04**
Additions	-	-
Disposals	(14.04)	(14.04)
As at March 31, 2025	**-**	**-**
Accumulated depreciation		
As at April 01, 2023	-	-
Charge for the year	-	-
Disposals	-	-
As at March 31, 2024	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at March 31, 2025	**-**	**-**
Net block		
As at March 31, 2025	**-**	**-**
As at March 31, 2024	**14.04**	**14.04**
As at March 31, 2023	**98.04**	**98.04**

Information regarding income and expenditure of investment property (₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental income	-	-
Profit/ (Loss) on sale of investment property	10.95	1.00
Profit from investment property before depreciation	**10.95**	**1.00**
Less: Depreciation	-	-
Profit/ (Loss) from investment property	**10.95**	**1.00**

As at the closure of the F.Y. 2023-24, valuation of investment properties (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.

The company has no restrictions on the realisability of its investment properties and is under no contractual obligations to purchase, construct or develop investment properties or repairs, maintenance and enhancements.

5. RIGHT TO USE ASSETS

(₹ in Lakhs)

Particulars	Building	Total
Gross carrying value		
As at April 01, 2023	-	-
Additions	-	-
Deletions	-	-
As at March 31, 2024	-	-
Additions	69.08	69.08
Deletions	-	-
As at March 31, 2025	**69.08**	**69.08**
Accumulated Depreciation		
As at April 01, 2023	-	-
Charge for the year	-	-
Deletions	-	-
As at March 31, 2024	-	-
Charge for the year	17.27	17.27
Deletions	-	-
As at March 31, 2025	**17.27**	**17.27**
Net carrying value		
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 : (₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	-	-
Additions	69.08	-
Finance cost accrued during the period	6.27	-
Payment of lease liabilities	(20.30)	-
Balance at the end	**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: (₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	12.27	-
Non-current lease liabilities	42.78	-
Total	**55.05**	-

The details of the contractual maturities of lease liabilities as at year end on an undiscounted basis are as follows: **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Less than 1 year	16.23	-
More than 1 year	47.90	-
Total	**64.13**	**-**

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.

The following are the amounts recognized in profit or loss: **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation expenses on right to use assets	17.27	-
Interest expense recognised relating to lease liabilities	6.27	-
Total amount recognised in profit or loss	**23.54**	**-**

6(A). INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Unquoted equity instruments		
Investment in fully paid up equity instruments		
a) Equity instruments - Unquoted (At cost)		
i. **Subsidiaries :** (Refer note 32)		
• **Optiemus Infracom (Singapore) Pte. Ltd.**		
1 (March 31, 2024: 1) ordinary shares of of @ 1 SGD	0.00	0.00
5,000 (March 31, 2024: 5,000) ordinary shares @1 SGD	0.10	0.10
22,86,000 (March 31, 2024: 22,86,000) ordinary shares @1 USD	66.85	66.85
Net of provision for dimunition in value of ₹1272.08 lakhs		
(2024 - ₹1272.08 lakhs)		
• **Optiemus Electronics Limited**[1]		
1,11,00,000 (March 31, 2024: 1,11,00,000) equity shares of ₹10 each fully paid up	1,110.00	1,110.00
27,60,000 (March 31, 2024: 27,60,000) equity shares of ₹10 each fully paid up	124.20	124.20
16,33,986 (March 31, 2024: 16,33,986) equity shares of ₹10 each fully paid up	5,000.00	5,000.00
25,81,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	8,001.10	-
10,00,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	3,100.00	-

6(A). INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
• **GDN Enterprises Private Limited[2]**		
25,10,000 (March 31, 2024: 25,10,000) equity shares of ₹10 each fully paid up	1,255.19	1,255.19
15,60,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	6,006.00	-
6,49,350 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	2,500.00	-
• **Troosol Enterprises Private Limited**		
6,000 (March 31, 2024: 6,000) equity shares of ₹10 each fully paid up	0.60	0.60
• **FineMS Electronics Private Limited**		
6,00,000 (March 31, 2024: 6,00,000) equity shares of ₹10 each fully paid up	-	-
Net of provision for dimunition in value of ₹60 lakhs (2024 - ₹60 lakhs)		
• **Bharat Innovative Glass Technologies Private Limited[3]**		
1,14,800 (March 31, 2024: 1,14,800) equity shares of ₹10 each fully paid up	11.48	11.48
2,90,50,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	2,905.00	-
1,47,00,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	1,470.00	-
2,38,00,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	2,380.00	-
• **Optiemus Unmanned Systems Private Limited[4]**		
1,00,000 (March 31, 2024: Nil) equity shares of ₹10 each fully paid up	10.00	-
b) Equity instruments - Unquoted (FVTPL)		
i. Associates :		
• **Teleecare Network India Private Limited[5]**		
1,59,34,200 (March 31 2024: 1,59,34,200) equity shares of ₹10 each fully paid up	7,299.45	6,987.15
ii. Others :		
• **Ilumi Solution Inc**		
9,66,620 (March 31, 2024: 9,66,620) equity shares of USD 0.00001 each fully paid up	-	-
Net of provision for dimunition in value of ₹478.84 lakhs		
(2024 - ₹478.84 lakhs)		
• **Travancore Marketing Private Limited**		
11,000 (March 31, 2024: 11,000) equity shares of ₹10 each fully paid up	0.08	0.08

6(A). INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Quoted equity instruments		
Investment in fully paid up equity instruments		
a) Equity instruments - Quoted (FVTPL)		
• **Arvind Remedies Limited**		
10,000 (March 31, 2024: 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		
(2024 - ₹5.16 lakhs)		
• **GTL Infrastructure Limited**		
1,974 (March 31, 2024: 1,974) equity shares of ₹10 each fully paid up	0.03	0.03
Net of provision for dimunition in value of ₹0.54 lakhs		
(2024 - ₹0.54 lakhs)		
• **IKF Technologies Limited**		
2,20,000 (March 31, 2024: 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		
(2024 - ₹33.82 lakhs)		
• **Cybele Industries Limited**		
25,000 (March 31, 2024: 25,000) equity shares of ₹10 each fully paid up	5.30	9.70
Net of provision for dimunition in value of ₹5.59 lakhs		
(2024 - ₹1.19 lakhs)		
b) Investment in partnership firm - unquoted (FVTPL)		
• **WIN Technology**	-	-
Net of provision for dimunition in value of ₹361.12 lakhs		
Total investments	**41,246.44**	**14,566.44**
a) Aggregate amount of quoted investments and market value thereof	6.39	10.79
b) Aggregate amount of unquoted investments	41,240.05	14,555.65
c) Aggregate amount of impairment in value of investments	2,217.15	2,212.75

Notes:

1. During the financial year ended March 31, 2025, the Company has subscribed 25,81,000 and 10,00,000 equity shares of face value of ₹ 10/- each of Optiemus Electronics Limited (a Company incorporated in India) at a premium of ₹ 300/- per equity share.

2. During the financial year ended March 31, 2025, the Company has subscribed 15,60,000 and 6,49,350 equity shares of face value of ₹ 10/- each of GDN Enterprises Limited (a Company incorporated in India) at a premium of ₹ 375/- per equity share.

3. During the financial year ended March 31, 2025, the Company has subscribed 2,90,50,000; 1,47,00,000 and 2,38,00,000 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, 2025, the Company has subscribed 1,00,000 equity shares of ₹ 10/- each of Optiemus Unmanned Systems Private Limited (a Company incorporated in India). Optiemus Unmanned Systems Private Limited became a wholly owned subsidiary of the Company w.e.f. June 21, 2024 by virtue of holding 1,00,000 equity shares.

5. 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 ₹ 45.81/- per share, reflecting an increase from previously recorded fair value of ₹ 43.85/- per share. As a result, fair value gain of ₹ 312.31 lakhs has been recognized in the statement of profit and loss for the year.

6(B). OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposits		
Security deposits - considered good	7.28	4.21
Security deposits - considered doubtful[1]	300.00	300.00
	307.28	**304.21**
Less: provision for doubtful deposits	-	-
	307.28	**304.21**
Deposits with banks having maturity of more than 12 months[2]	68.05	78.32
Total other financial assets	**375.33**	**382.53**

Notes:

1. Security deposit includes deposit of ₹300 lakhs against mortgage of property at Punjabi Bagh, West Delhi. As per last valuation report dated November 06, 2013, the property would fetch more than the amount given. The said 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 such recovery. Hence, due to the fact that value of property kept as security exceeds the amount of security granted, the company has not undertaken to credit impair such deposit.

2. Bank deposits with remaining maturity of more than 12 months includes fixed deposits amounting to ₹ 68.05 lakhs (March 31, 2024 : ₹ 78.32 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.

7. INCOME TAXES

The major components of income tax expense for the period ended March 31, 2025 and March 31, 2024 are:

Profit or loss section **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax:		
Current income tax charge	(932.30)	(843.27)
Deferred tax:		
Relating to origination and reversal of temporary differences	(113.17)	(221.93)
Income tax expense reported in the statement of profit and loss	**(1,045.47)**	**(1,065.20)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024: **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Accounting profit before tax from:		
Profit from continuing operation before income tax expense	3,269.51	3,568.50
Total profit for the year	**3,269.51**	**3,568.50**
At India's statutory income tax rates	(932.30)	(834.54)
Adjustments in respect of current income tax of previous years	-	(8.73)
Non-deductible expenses and losses	(113.17)	(221.93)
Income tax expense reported in the statement of profit and loss	**(1,045.47)**	**(1,065.20)**

Deferred tax expense/(income): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Accelerated depreciation for tax purposes	(25.26)	(9.96)
Post retirement benefits	0.45	(0.10)
Fair valuation of investments	(71.45)	(229.00)
Impact on account of right to use assets	(13.04)	-
Impact on account of lease liability	13.85	-
Other temporary difference	(17.72)	17.13
Deferred tax expense/(income)	**(113.17)**	**(221.93)**

Deferred tax asset/ (liability): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	(12.51)	12.75
Provision for diminution in the value of investments	507.29	506.28
Increase in the value of Teleecare shares	(874.35)	(802.89)
Provision for doubtful debts	4.17	22.37
Post retirement benefits	2.41	1.96
Right of use assets	(13.04)	-
Lease liability	13.86	-
Others	(0.53)	-
	(372.70)	**(259.53)**

Reconciliation of deferred tax assets (net): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance as at April 01	**(259.53)**	**(37.60)**
Tax income/(expense) during the period recognised in profit or loss	(113.17)	(221.93)
Closing balance as at March 31	**(372.70)**	**(259.53)**

8. OTHER NON - CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Prepaid lease expense on security deposits	1.04	-
Advance for acquisition of shares in subsidiary[1]	2,100.00	-
Total other non-current assets	**2,101.04**	**-**

Notes:

1. During the financial year ended March 31, 2025, the Company has advanced ₹ 2,100 lakhs towards the acquisition of equity shares in its subsidiary viz. Bharat Innovative Glass Technologies Private Limited. As on the balance sheet date, the shares had not been allotted. Accordingly, the amount has been disclosed under "Other non-current assets" as Advance for acquisition of shares in accordance with Schedule III to the Companies Act, 2013.

   Subsequent to the reporting date, but before the approval of the financial statements, the allotment of shares was completed in April 2025. This event has been disclosed as a non-adjusting event in accordance with Ind AS 10 – Events after the Reporting Period.

   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.

9. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Traded goods*	7.13	88.52
Total inventories	**7.13**	**88.52**

* Traded goods include finished goods purchased for re-sale.

10(A). TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables	28,510.69	19,263.65
Receivables from other related parties	5.12	1.30
Total trade receivables	**28,515.81**	**19,264.95**

Break up of security details :

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Unsecured, considered good	28,530.68	19,253.15
Trade receivables which have significant increase in credit risk	-	11.80
Trade receivables - credit impaired	1.70	88.86
	28,532.38	**19,353.81**
Impairment allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	(14.87)	(0.00)
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	(1.70)	(88.86)
Total trade receivables	**28,515.81**	**19,264.95**

Trade receivables ageing schedule

(₹ in Lakhs)

Particulars	As at March 31, 2025					Total
	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(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 - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Disputed trade receivables - credit impaired	-	-	0.03	1.67		1.70
Total trade receivables	**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)	-	(16.57)
Net trade receivables	**28,514.46**	**1.35**	**-**	**-**	**-**	**28,515.81**

(₹ in Lakhs)

Particulars	As at March 31, 2024					Total
	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	19,253.15	-	-	-	-	19,253.15
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed trade receivables - which have significant increase in credit risk	11.30	-	0.50	-	-	11.80
(iv) Disputed trade receivables - credit impaired	20.13	-	1.67	-	67.06	88.86
Total trade receivables	**19,284.58**	**-**	**2.17**	**-**	**67.06**	**19,353.81**
Less: Allowance for credit losses	(20.13)	-	(1.67)	-	(67.06)	(88.86)
Net trade receivables	**19,264.45**	**-**	**0.50**	**-**	**-**	**19,264.95**

Notes:

- 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.
- Trade receivables are usually on trade terms based on credit worthiness of customers as per terms of contract with customers.
- For terms and conditions relating to related party receivables, refer note no. 26.
- Trade receivables are non - interest bearing and are generally on terms of 0 to 90 days.
- There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

10(B). CASH & CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in current accounts	3,206.11	327.65
Unpaid dividend account	12.01	12.11
Cash on hand	0.45	0.59
Total cash & cash equivalents*	**3,218.57**	**340.35**

* There are no restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period except unpaid dividend account.

10(C). OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with bank having remaining maturity less than 12 months	32.87	17.87
Total other bank balances	**32.87**	**17.87**

Notes:

- 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.
- 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.

10(D). LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to related parties		
Loans receivables considered good - unsecured	-	14,718.41
	-	**14,718.41**
Less: provision for doubtful loans	-	-
	-	**14,718.41**
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)	(2,023.65)
Total loans	**-**	**15,392.96**

10(E). OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits		
Security deposits - considered good*	90.66	256.04
	90.66	256.04
Less: provision for doubtful deposits	-	-
	90.66	**256.04**
Interest receivable	1.05	313.75
Other recoverables**	-	4,475.26
	1.05	**4,789.01**
Total other financial assets	**91.71**	**5,045.05**

*Security deposits includes deposits given to various public authorities such department of Sales Tax and VAT of different states and do not have any fixed maturity periods.

**Other recoverables include refund of additional CVD paid in excess by MPS Telecom Private Limited (merged with Optiemus Infracom Limited w.e.f. April 30, 2018). The said refund has been issued vide orders (i) CUS/RFD/460/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (ii) CUS/RFD/461/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (iii) CUS/RFD/462/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (iv) CUS/RFD/463/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (v) CUS/RFD/464/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del dated April 2024 to the extent of ₹ 4,475.18 lakhs

11. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances to suppliers of goods or services	825.05	120.34
Advances to staff	0.65	0.62
Taxes and duties recoverable		
- considered good	37.12	39.37
Prepaid expenses	15.51	12.94
Total other current assets	**878.33**	**173.27**

12. EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2025		As at March 31, 2024	
	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	8,72,52,991	8,725.30	8,58,57,191	8,585.72
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**
(c) Subscribed equity share capital:				
- Equity shares of ₹10 each	8,72,52,991	8,725.30	8,58,57,191	8,585.72
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**
(d) Paid up equity share capital:				
- Equity shares of ₹10 each subscribed and fully paid	8,58,57,191	8,585.72	8,58,57,191	8,585.72
- Issued during the year	13,95,800	139.58	-	-
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**

(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, 2025		As at March 31, 2024	
	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	44.40%	3,87,38,500	45.12%
Mr. Ashok Gupta	57,54,894	6.60%	57,54,894	6.70%
Mrs. Renu Gupta	69,81,111	8.00%	69,81,111	8.13%
Mr. Deepesh Gupta	53,65,029	6.15%	53,65,029	6.25%
Mr. Neetesh Gupta	52,14,607	5.98%	52,14,607	6.07%

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.

(g) Details of shareholding of promoters

Name of the shareholders	As at March 31, 2025		As at March 31, 2024	
	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	(0.10%)	57,54,894	-

13. OTHER EQUITY

(₹ in Lakhs)

	Amount
Securities premium (A)	
Balance as at April 01, 2023	110.51
Movement during the year	-
Balance as at March 31, 2024	**110.51**
Movement during the year	9,243.68
Balance as at March 31, 2025	**9,354.19**
General reserve (B)	
Balance as at April 01, 2023	260.93
Transfer from retained earnings	-
Balance as at March 31, 2024	**260.93**
Transfer from retained earnings	-
Balance as at March 31, 2025	**260.93**
Money received against share warrants (C)	
Balance as at April 01, 2023	-
Movement during the year	-
Balance as at March 31, 2024	**-**
Movement during the year	5,063.39
Balance as at March 31, 2025	**5,063.39**
Retained earnings (D)	
Balance as at April 01, 2023	32,064.90
Profit for the year	2,503.30
Add: Other comprehensive income, net of tax	(4.70)
Less: Dividend Paid	(1,287.87)
Balance as at March 31, 2024	**33,275.63**
Profit for the year	2,224.04
Add: Other comprehensive income, net of tax	5.49
Less: Proposed dividend	-
Balance as at March 31, 2025	**35,505.16**
Total other equity (A+B+C+D)	
Balance as at March 31, 2025	**50,183.67**
Balance as at March 31, 2024	**33,647.07**

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.

14. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Provision for employee benefits		
Provision for gratuity (refer note 30)	9.58	7.78
Total non-current provisions	**9.58**	**7.78**
Current		
Provision for Interest on taxes*	12.11	19.39
Total current provisions	**12.11**	**19.39**

*Provision for interest on taxes includes interest on default in payment of advance tax (under section 234B and 234C) on provisional basis for the assessment year 2025-2026 in accordance with the measurement and disclosure requirements of Ind - AS 12.

15(a). TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises *(refer note 31)*	1.86	0.03
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,989.39	12,130.83
Total trade payables	**16,991.25**	**12,130.86**

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables	16,991.25	1,350.90
Trade payables to related parties *(refer note 26)*	-	10,779.96
Total trade payables	**16,991.25**	**12,130.86**

Trade payables ageing schedule

(₹ in Lakhs)

Particulars	As at March 31, 2025				Total
	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(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
Total	**16,991.17**	**0.08**	**-**	**-**	**16,991.25**

(₹ in Lakhs)

Particulars	As at March 31, 2024				Total
	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.03	-	-	-	0.03
(ii) Others	12,130.60	0.23	-	-	12,130.83
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**12,130.63**	**0.23**	**-**	**-**	**12,130.86**

Notes:

- The amounts are unsecured and non - interest bearing and are usually on varying trade terms.
- Identification of Micro and Small Enterprises is basis intimation received from vendors.
- **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, 2025. 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. (Refer note 31).

15(b). OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unclaimed dividend*	12.01	12.11
Total other financial liabilities	**12.01**	**12.11**

Note:

As at March 31, 2025, the Company has an outstanding liability towards unclaimed dividend amounting to ₹12.01 lakhs (₹12.11 lakhs as on March 31, 2024). 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 in IndusInd bank is provided below:

(₹ in Lakhs)

Dividend Year	As at March 31, 2025	As at March 31, 2024
2022-23	12.01	12.11
	12.01	**12.11**

16. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances from customers	0.77	23.09
Taxes and other statutory dues payable	245.93	161.87
Other expenses payable	59.29	58.04
Total other current liabilities	**305.99**	**243.00**

17. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of products	59,068.25	59,894.06
Other operating income*	84.80	4,548.47
Total revenue from operations	**59,153.05**	**64,442.53**
India	59,153.05	64,442.53
Outside India	-	-
Total revenue from operations	**59,153.05**	**64,442.53**
Timing of revenue recognition		
Goods transferred at a point in time	59,153.05	64,418.06
Services transferred over time	-	24.47
Total revenue from operations	**59,153.05**	**64,442.53**

*includes revenue from rendering of management services & refund of excess differential countervailing duty paid for the periods - (i) February 22, 2014 to March 26, 2014; (ii) April 01, 2014 to June 30, 2014; (iii) July 01, 2014 to September 30, 2014; (iv) October 01, 2014 to December 31, 2014 and (v) January 02, 2015 to February 18, 2015.

18. OTHER INCOME

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income*	853.63	1,359.13
Foreign exchange gain	3.88	19.42
Liabilities no longer required written back**	114.09	16.24
Bad debts recovered	2.42	-
Fair value gain on financial instruments at fair value through profit or loss#	312.31	937.09
Net gain on disposal of property, plant and equipment	7.85	2.34
Net gain on disposal of investment property	10.95	1.00
Lease equalisation income	0.30	-
Rental income	10.07	1.10
Miscellaneous income	0.60	-
Total other income	**1,316.10**	**2,336.32**

*Interest income includes interest on loan granted to wholly owned subsidiaries i.e. Optiemus Electronics Limited (OEL) and GDN Enterprises Private Limited (GDN) for the period 01-04-2024 to 31-03-2025 and interest on refund of excess differential countervailing duty from the customs department, New Delhi.

**Includes amount written back in respect of balances which are no longer acknowledged as debt by the company.

#Refer note 6(a)

19. PURCHASE OF TRADED GOODS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchases	55,003.11	57,131.38
Total purchases	**55,003.11**	**57,131.38**

20. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories of traded goods at the beginning of the year	88.52	94.51
Less: Inventories of traded goods at the end of the year	(7.13)	(88.52)
Total changes in inventories of stock-in-trade	**81.39**	**5.99**

21. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	379.89	422.78
Director remuneration expense*	90.00	90.00
Gratuity expense (refer note 30)	6.56	7.91
Contribution to provident and other funds	7.65	10.38
Staff welfare expenses	25.19	24.71
Total employee benefits expense	**509.29**	**555.78**

*Director remuneration expenses incurred by the company are in accordance with section 197 of the Companies Act, 2013.

22. FINANCE COST

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Borrowing costs	7.21	7.07
Financial charges on lease, securities and duties	6.34	-
Interest on income tax*	77.84	19.39
Total finance cost	**91.39**	**26.46**

*Interest on income tax includes interest on default in payment of advance tax (under section 234B and 234C) on provisional basis for the assessment year 2025-2026 in accordance with the measurement and disclosure requirements of Ind - AS 12.

23. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on property, plant and equipment (refer note 3)	9.38	10.74
Depreciation on right to use assets (refer note 5)	17.27	-
Total depreciation and amortisation expense	**26.65**	**10.74**

24. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Direct expenses		
Clearing and forwarding charges	2.21	10.80
Customs and other duties	1.42	102.40
Freight inward	0.20	1.41
Consumables	-	0.02
Others		
Advertisement & marketing	54.95	1.62
Business promotion expenses	1.57	-
Research & development expenses	75.00	221.02
Incentive and commission expenses	0.36	0.95
Rent expenses	15.51	38.18
Communication expenses	2.64	3.36
Power and fuel expenses	3.70	4.07
Travelling and conveyance expenses	27.68	80.24
Insurance premium expenses	14.50	19.25
Rates and taxes expenses	94.83	120.46
Directors sitting fee	21.40	24.80
Bad debts written off	83.04	3,927.87
Provision for doubtful loans	674.55	674.55
Provision for diminution in value of investments or values written off	4.40	1.00
Provision for doubtful debtors	14.90	18.07
Legal and professional expenses	236.83	160.33
Freight and cartage outward expenses	21.37	14.62
Licence fees and patent expenses	-	0.20
Printing and stationery expenses	3.21	3.13
Repair and maintenance expenses	0.11	1.86
Computer repairs and maintenance	0.53	0.55
Software expenses	15.46	5.43
Housekeeping and other office maintenance expenses	0.63	2.41
Payment to auditors (refer note below)*	10.36	8.30
Donations	18.94	-
Corporate social responsibility	59.45	1.55
Loss on sale of Investment	-	2.24
Festival expenses	12.95	13.72
Annual listing fees	14.11	7.66
Miscellaneous expenses	1.00	7.93
	1,487.81	**5,480.00**

*** Payment to auditor** **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
As auditors:		
Statutory audit fee	7.00	5.00
Tax audit fee	1.25	1.00
Limited reviews	1.50	1.20
In other capacities:		
Certification fee	0.30	0.80
Reimbursement of expenses	0.31	0.30
	10.36	**8.30**

25. 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.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to equity shareholders	2,229.53	2,498.60
Weighted average number of equity shares used for computing EPS (basic)	8,60,56,045	8,58,57,191
Weighted average number of equity shares used for computing EPS (diluted)	8,64,85,266	8,58,57,191
Earnings per share		
- Basic	2.59	2.91
- Diluted	2.58	2.91

26. 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
	Bharat Innovative Glass Technologies Private Limited
	Optiemus Unmanned Systems Private Limited

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	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 (Formerly known as Besmarty Marketplace Private Limited)
	Fidelity Logistic Limited
	Roots Network LLP
	Deepali International Private Limited
	EMU Exports Private Limited
	Mobiphone Network India Limited
	Param Exports and Construction Private Limited
	Techtube Media Works Private Limited
	Telemax Links India Private Limited
	Vision Interiors (India) Private Limited
	Xcite Communications Private Limited
Board of Directors	Mr. Ashok Gupta- Executive Director & Chairman
	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)
Key Managerial Personnel (KMP)	Mr. Vikas Chandra - Company Secretary
	Mr. Parveen Sharma - Chief Financial Officer

Relatives of Board of Directors	**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* **(₹ in Lakhs)**

Name	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Mr. Ashok Gupta	Remuneration	90.00	90.00
Mr. Vikas Chandra	Remuneration	21.04	15.74
Mr. Parveen Sharma	Remuneration	32.78	29.38
Mr. Mukesh Kumar Gupta	Rent expense	1.00	-

Other related parties **(₹ in Lakhs)**

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Teleecare Network India Private Limited	Sales of goods/ service (excluding GST)	-	6.45
Ace Mobile Manufacturers Private Limited	Sales of goods/ service (excluding GST)	1,833.12	-
MPS Telecom Retail Private Limited	Sales of goods/ service (excluding GST)	760.84	-
Skyweb Infotech Limited	Rental income	1.05	0.45
Optiemus Telecommunication Private Limited	Rental income	1.05	0.35
Bharat Innovative Glass Technologies Private Limited	Rental income	1.20	0.30
G R A Enterprises Private Limited	Rental income	1.20	-
MPS Telecom Retail Private Limited	Rental income	1.05	-
Optiemus Electronics Limited	Rental income	1.20	-
Insat Export Private Limited	Rental income	1.20	-
South West Infra Designs Private Limited	Rental income	1.20	-
Optiemus Unmanned Systems Private Limited	Rental income	0.92	-
Root Network LLP	Rental income	0.47	-
Optiemus Electronics Limited	Rent expense	18.48	18.48
G R A Enterprises Private Limited	Dividend Paid	-	0.01
GDN Enterprises Private Limited	Other income	305.60	472.24
Optiemus Electronics Limited	Other income	245.10	875.78

(₹ in Lakhs)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Bharat Innovative Glass Technologies Private Limited	Reimbursement of expenses	619.75	-
Optiemus Unmanned Systems Private Limited	Reimbursement of expenses	57.53	-
Optiemus Electronics Limited	Reimbursement of expenses	28.35	-
GDN Enterprises Private Limited	Reimbursement of expenses	28.35	-
Teleecare Network India Private Limited	Purchases of goods (excluding GST)	13,970.01	11,465.46
International Value Retail Private Limited	Purchases of goods (excluding GST)	13,931.87	9,999.98
Optiemus Electronics Limited	Purchases of goods (excluding GST)	0.28	9,840.56
GDN Enterprises Private Limited	Purchases of goods (excluding GST)	-	3,859.58
Skyweb Infotech Limited	Purchases of goods (excluding GST)	1,224.15	491.33
Optiemus Unmanned Systems Private Limited	Purchases of goods (excluding GST)	0.10	-
Optiemus Electronics Limited	Loans given to the related party	-	2,302.06
GDN Enterprises Private Limited	Loans given to the related party	-	6.38
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	-
Troosol Enterprises Private Limited	Loans repaid by the related party	-	187.20
FineMS Electronics Private Limited	Advance from customer	(21.95)	21.95
Optiemus Unmanned Systems Private Limited	Advance to creditors	825.01	-
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	6.23	-
Bharat Innovative Glass Technologies Private Limited	Advance given for acquisition	2,100.00	-
Bharat Innovative Glass Technologies Private Limited	Investment made	6,755.00	-

(₹ in Lakhs)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
GDN Enterprises Private Limited	Investment made	8,506.00	-
Optiemus Electronics Limited	Investment made	11,101.10	-
Optiemus Unmanned Systems Private Limited	Investment made	10.00	-

(ii) Summary of outstanding balances with above related parties are as follows: (₹ in Lakhs)

Particulars	Nature of Transaction	Balance as on	
		March 31, 2025	March 31, 2024
Skyweb Infotech Limited	Trade receivables	-	0.53
Optiemus Telecommunication Private Limited	Trade receivables	0.35	0.41
Bharat Innovative Glass Technologies Private Limited	Trade receivables	-	0.35
G R A Enterprises Private Limited	Trade receivables	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	-
FineMS Electronics Private Limited	Advance from customer	-	21.95
Optiemus Unmanned Systems Private Limited	Advance to creditor	825.01	-
Optiemus Electronics Limited	Trade payable	-	5,402.69
GDN Enterprises Private Limited	Trade payable	-	4,807.99
Skyweb Infotech Limited	Trade payable	-	569.28
Optiemus Electronics Limited	Interest Receivable	-	207.28
GDN Enterprises Private Limited	Interest Receivable	-	106.46
Optiemus Electronics Limited	Loans given	-	9,724.00
GDN Enterprises Private Limited	Loans given	-	4,994.41
Optiemus Unmanned Systems Private Limited	Reimbursement 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.

27. RATIO ANALYSIS AND ITS ELEMENTS

(₹ in Lakhs)

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024
(1) Current ratio	Current assets	Current liabilities	1.89	3.11
- % change from previous year			*(39.11%)*	
- 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	20.97	96.00
- % change from previous year			*(78.15%)*	
- Reason for change more than 25%			*Refer note *2 below*	
(4) Return on equity (ROE)	Profit after tax-Preference dividend (if any)	Average shareholder's equity	4.40%	6.01%
- % change from previous year			*(26.87%)*	
- Reason for change more than 25%			*Refer note *3 below*	
(5) Inventory turnover ratio	Cost of goods sold	Average Inventories	1,151.78	624.36
- % change from previous year			*84.47%*	
- Reason for change more than 25%			*Refer note *4 below*	
(6) Trade receivable turnover ratio	Revenue from operations	Average trade receivables	2.48	2.82
- % change from previous year			*(12.19%)*	
- Reason for change more than 25%			Not applicable	
(7) Trade payable turnover ratio	Purchases of goods & services	Average trade payables	3.78	3.79
- % change from previous year			*(0.24%)*	
- Reason for change more than 25%			Not applicable	
(8) Net capital turnover ratio	Revenue from operations	Working capital (i.e. current assets-current liabilities)	3.80	2.34
- % change from previous year			*62.38%*	
- Reason for change more than 25%			*Refer note *5 below*	
(9) Net profit ratio	Profit after tax	Revenue from operations	3.76%	3.88%
- % change from previous year			*(3.21%)*	
- Reason for change more than 25%			Not applicable	
(10) Return on capital employed (ROCE)	Earnings before interest & tax	Capital employed (i.e. net worth+total debt+deferred tax liability)	3.65%	2.99%
- % change from previous year			*22.08%*	

(₹ in Lakhs)

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024
- Reason for change more than 25%			Not applicable	
(11) Return on investment (%)	Income generated from invested funds	Average investments	3.78%	5.93%
- % change from previous year			*(36.31%)*	
- Reason for change more than 25%			*Refer note *6 below*	

Notes:

*1. Due to substantial decrease in Current assets, there is a significant change in Current ratio.

*2. Due to substantial increase in principal repayments, there is a significant change in Debt service coverage ratio.

*3. Due to substantial 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 substantial decrease in Net working capital, there is a significant change in Net capital turnover ratio.

*6. Due to substantial increase in total investments, there is a significant change in Return on investment.

28. 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. 30.

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.

29. 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, 2025 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount (₹ in Lakhs)
Export Receivable	USD	-	-
Advance given to vendor	USD	-	-

The foreign currency risks from financial instruments as of March 31, 2024 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount (₹ in Lakhs)
Export Receivable	USD	26,392.68	21.99
Advance given to vendor	EURO	691.00	0.62

Quantitative Information of Foreign Exchange Instruments Outstanding as at the Balance Sheet Date

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 (₹ in Lakhs)
As on March 31, 2025	USD/EURO	Nil	Nil
As on March 31, 2024	USD/EURO	Nil	Nil
As on March 31, 2023	USD	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 ₹ 28,515.81 Lakhs and ₹19,264.95 Lakhs as of March 31, 2025 and March 31, 2024 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.

30. POST EMPLOYMENT BENEFIT PLANS: 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

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Defined benefit obligation		
Balance as at the beginning of the year	76.67	70.87
Current service cost	6.55	7.91
Interest cost	5.56	5.31
Benefits paid	(6.83)	(12.93)
Remeasurement (gains)/losses in other comprehensive income	(5.31)	5.51
Balance as at the end of the year	**76.64**	**76.67**

(b) Reconciliation of the opening and closing balances of the fair value of plan assets

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Fair value of plan assets		
Balance as at beginning of the year	68.87	62.67
Expected return on plan assets	4.83	4.54
Actuarial gains and losses	0.18	0.80
Contributions by the employer	-	13.79
Benefits paid	(6.82)	(12.93)
Balance as at end of the year	**67.06**	**68.87**

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 **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	6.55	7.91
Interest cost	5.56	5.31
Expected return on plan assets	(4.83)	(4.54)
	7.28	**8.68**

(d) Total amount recognised in other comprehensive income **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Experience losses/(gains) - obligations	(5.31)	5.51
Remeasurements on Liability	**(5.31)**	**5.51**
Return on plan assets, excluding interest income	(0.18)	(0.80)
Remeasurements on plan assets	**(0.18)**	**(0.80)**
Net remeasurements recognised in OCI	**(5.49)**	**4.70**

(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	March 31, 2025	March 31, 2024
Discount rates	6.75%	7.25%
Expected rates of return on any plan assets	6.75%	7.25%
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 (in years)	60	60

(g) Sensitivity analysis of the defined benefit obligation **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
a) Impact of the change in discount rate		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	73.99	73.71
Impact due to decrease of 1 %	79.59	79.97
b) Impact of the change in salary increase		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	79.59	79.98
Impact due to decrease of 1 %	73.95	73.65

- 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 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.

31. 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, 2025. 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.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Amount due and payable at the year end		
- Principal	1.86	0.03
- 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	-	-

32. INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

(a) The company's investments in subsidiaries are as under: **(₹ in Lakhs)**

Name of the subsidiaries	Country of Incorporation	Portion of ownership interest as at March 31, 2025	Portion of ownership interest as at March 31, 2024	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
Optiemus Telecommunication Private Limited	India	74.00%	74.00%	At cost
Bharat Innovative Glass Technologies Private Limited	India	70.00%	70.00%	At cost
Optiemus Unmanned Systems Private Limited	India	100.00%	-	At cost

(b) The company's investment in associate is as under:

Name of the associates	Country of Incorporation	Portion of ownership interest as at March 31, 2025	Portion of ownership interest as at March 31, 2024	Method used to account for the investment
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, 2025	Portion of ownership interest as at March 31, 2024	Method used to account for the investment
WIN Technology	India	90.00%	90.00%	At cost

33. Commitments and contingencies

a. Contingent liabilities

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Claims against the company not acknowledged as debts (refer detailed annexure)		
Indirect tax matters	946.26	1,115.42

(₹ in Lakhs)

Nature	Financial year	Year ended March 31, 2025	Year ended March 31, 2024
Sales Tax Chandigarh	2014-15	1.62	1.62
Sales Tax Haryana	2013-14	20.41	20.41
Sales Tax Haryana	2014-15	5.09	5.09
Sales Tax Haryana	2015-16	7.45	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	25.18
Sales Tax Uttar Pradesh	2013-14	44.51	44.51
Sales Tax Karnataka	2011-12	-	31.12
Sales Tax Karnataka	2012-13	-	52.99
Sales Tax Karnataka	2013-14	-	36.78
Sales Tax Karnataka	2014-15	2.90	26.05
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

Nature	Financial year	Year ended March 31, 2025	Year ended March 31, 2024
Sales Tax Maharashtra	2015-16	21.08	21.08
Sales Tax Rajasthan	2017-18	-	11.83
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 Andhra Pradesh	2015-16	-	13.29
Service Tax	2014-18	490.92	490.92

The Company has received an application notice, along with other related documents, filed by M/s. BlackBerry Limited before the High Court of Justice, Business and Property Courts of England and Wales, London, United Kingdom, on July 18, 2024, seeking, inter alia, to lift the stay on the claim proceedings. This claim amounting of USD 64,93,504 was brought by M/s. BlackBerry Limited in August 2019 and has been stayed since July 2020. Based on legal advice obtained and a detailed review of the matter, the Company believes that there is no present obligation, as it is contesting the claim before the appropriate legal forums. Furthermore, the likelihood of any outflow of economic resources is not considered probable at this stage. Accordingly, no provision has been recognized in the financial statements.

b. Corporate guarantee **(₹ in Lakhs)**

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2025	Year ended March 31, 2024
GDN Enterprises Private Limited Outstanding as on March 31, 2025 is ₹ 1,155 lakhs	IndusInd Bank Limited	Working Capital	5,290.00	5,290.00
GDN Enterprises Private Limited Outstanding as on March 31, 2025 is ₹ 2,256 lakhs	ICICI Bank Limited	Working Capital	2,500.00	-
MPS Telecom Retail Private Limited Outstanding as on March 31, 2025 is Nil	IndusInd Bank Limited	Working Capital	6,000.00	6,000.00
Optiemus Electronics Limited Outstanding as on March 31, 2025 is ₹ 2,256 lakhs	IndusInd Bank Limited	Working Capital	10,000.00	10,000.00
Optiemus Electronics Limited Outstanding as on March 31, 2025 is Nil	HDFC Bank Limited	Working Capital	4,200.00	4,200.00
Optiemus Electronics Limited Outstanding as on March 31, 2025 is ₹ 3,902 lakhs	ICICI Bank Limited	Working Capital	5,000.00	-
Optiemus Electronics Limited	CSB Bank Limited	Working Capital	3,550.00	-

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2025	Year ended March 31, 2024
Outstanding as on March 31, 2025 is ₹ 2,975 lakhs				
Bharat Innovative Glass Technologies Private Limited	SBICAP Company Trustee Limited (Trustee of State Bank of India)	Working Capital & Capex	44,700.00	-
Outstanding as on March 31, 2025 is Nil				

(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.

34. FAIR VALUE MEASUREMENTS

a. Break-up of financial instruments carried at fair value through profit or loss **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Financial assets		
Investments	7,305.92	6,998.02
	7,305.92	**6,998.02**

b. Break-up of financial instruments carried at amortised costs **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Financial assets		
Loans	-	15,392.96
Trade receivables	28,515.81	19,264.95
Cash and cash equivalents	3,218.57	340.35
Bank balances other than cash and cash equivalents	32.87	17.87
Other financial assets	91.71	5,045.05
	31,858.96	**40,061.18**
Financial liabilities		
Trade payables	16,991.25	12,130.86
Other financial liabilities	12.01	12.11
	17,003.26	**12,142.97**

Carrying value and approximate fair values of financial instruments are same.

35. THE CODE ON SOCIAL SECURITY, 2020 (CODE) RELATING TO EMPLOYEE BENEFITS

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

36. 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.

(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 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.

37. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current period's classification/disclosure.

38. The figures have been rounded off to the nearest lakhs of Rupees. The figure 0.00 wherever stated represents amount below rounding off norms adopted by the company.

39. Note No.1 to 38 form integral part of the Standalone Balance Sheet and Standalone 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 26, 2025

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Ashok Gupta	**Neetesh Gupta**
Executive Chairman	**Director**
DIN : 00277434	DIN : 00030782
Parveen Sharma	**Vikas Chandra**
Chief Financial Officer	**Company Secretary**

Place: Noida (Uttar Pradesh)
Date: May 26, 2025

INDEPENDENT AUDITOR'S 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, 2025, 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, 2025, 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. We did not audit the financial statements and other financial information, in respect of the subsidiaries, whose Ind AS financial statements include total assets of **₹ 78,289.56 Lakhs** as at March 31, 2025, and total revenues of **₹ 1,29,846.63 Lakhs** and net cash outflow of **₹ 8,631.43 Lakhs** for the year ended on that date. These Ind AS financial statements and other financial information have been audited* by other auditor, whose financial statements, other financial information and auditor's report have been furnished to us by the management.

   Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of such other auditor.

Our opinion above on the consolidated Ind AS financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

**includes an unaudited subsidiary (i.e. M/s. Bharat Innovative Glass Technologies Private Limited) incorporated w.e.f. October 04, 2023.*

One of the Subsidiary "Optiemus Infracom (Singapore) Pte. Ltd." 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 audited by us.

The consolidated financial statements also include the Group's share of the net profit of **₹ 333.60 Lakhs** for the year ended March 31, 2025, in respect of Associates. This 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 statements 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 23, 2025, 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 finalisation 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 23, 2025, 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, we 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, 2025, we have placed reliance on the management's physical verification of 100% of the inventory in respect of both quantity and valuation.

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, 2025 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, 2025 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, 2025 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: 25094072BMUIWC7834

Place: Noida, Uttar Pradesh
Date: May 26, 2025

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, 2025, 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, 2025, 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, in so far 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: 25094072BMUIWC7834

Place: Noida, Uttar Pradesh
Date: May 26, 2025

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: 25094072BMUIWC7834

Place: Noida, Uttar Pradesh
Date: May 26, 2025

OPTIEMUS INFRACOM LIMITED

CONSOLIDATED BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	3(a)	14,157.07	13,913.87
(b) Capital work-in-progress	4	2,391.74	260.34
(c) Investment property	5	-	14.04
(d) Right to use Assets	3(c)	9,390.96	5,680.91
(e) Goodwill		5,753.23	5,753.23
(f) Other Intangible assets	3(b)	18.40	5.17
(g) Financial assets	6		
(i) Investments	6(a)	6,466.74	5,825.23
(ii) Loans	6(b)	52.15	52.15
(iii) Other financial assets	6(c)	1,014.29	913.71
(h) Deferred tax assets	7	363.14	20.16
(i) Other non-current assets	8	7,662.86	2,086.52
Total non-current assets (A)		**47,270.58**	**34,525.33**
B. Current assets			
(a) Inventories	9	24,417.20	33,693.33
(b) Financial assets	10		
(i) Trade receivables	10(a)	59,993.44	48,135.38
(ii) Cash and cash equivalents	10(b)	14,433.64	2,923.99
(iii) Other bank balances (other than ii above)	10(c)	145.77	81.32
(iv) Loans	10(d)	-	693.42
(v) Other financial assets	10(e)	274.49	4,731.46
(c) Current tax assets		457.11	437.72
(d) Other current assets	11	8,065.93	9,548.48
Total current assets (B)		**1,07,787.58**	**1,00,245.10**
Total assets (A+B)		**1,55,058.16**	**1,34,770.42**
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	12	8,725.30	8,585.72
(b) Other equity	13	57,804.20	34,061.76
Total equity (A)		**66,529.50**	**42,647.48**
Non controlling interest		**2,784.83**	**(24.32)**
Liabilities			
B. Non-current liabilities			
(a) Financial liabilities	14		
(i) Borrowings	14(a)	6,625.14	1,973.09
(ii) Lease liabilities	3(c)	6,234.95	4,746.20

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
(iii) Other financial liabilities	14(b)	442.95	388.73
(b) Provisions	15	81.53	50.29
(c) Deferred tax liabilities	7	372.71	287.23
Total non-current liabilities (B)		**16,542.11**	**7,421.22**
C. Current liabilities			
(a) Financial liabilities	16		
(i) Borrowings	16(a)	6,308.27	8,897.80
(ii) Lease liabilities	3(c)	585.96	768.70
(iii) Trade payables	16(b)		
- total outstanding dues of micro enterprises and small enterprises		605.99	582.83
- total outstanding dues of creditors other than micro enterprises and small enterprises		60,153.88	69,920.56
(iv) Other financial liabilities	16(c)	904.25	1,269.42
(b) Other current liabilities	17	2,206.44	2,440.12
(c) Provisions	18	573.47	82.92
(d) Current tax liabilities		648.29	739.36
Total current liabilities (C)		**71,986.55**	**84,701.72**
Total liabilities (B+C)		**88,528.66**	**92,122.94**
Total equity and liabilities (A+B+C)		**1,55,058.16**	**1,34,770.42**

See accompanying notes forming part of standalone Ind AS financial statements 1 to 42

The accompanying notes are an integral part of the financial statements

As per our attached report of even date
For Mukesh Raj & Co.
Chartered Accountants
ICAI Firm's Registration Number:016693N

For and on behalf of the Board of Directors of
Optiemus Infracom Limited

Monika Goel
Partner
ICAI Membership Number: 094072

Ashok Gupta
Executive Chairman
DIN : 00277434

Neetesh Gupta
Director
DIN : 00030782

Place: Noida (Uttar Pradesh)
Date: May 26, 2025

Parveen Sharma
Chief Financial Officer

Vikas Chandra
Company Secretary

Place: Noida (Uttar Pradesh)
Date: May 26, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs except Earning Per Share)

	Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
A	**Income**			
	Revenue from operations	19	1,88,999.68	1,52,772.28
	Other income	20	1,728.42	1,842.25
	Total income (A)		**1,90,728.10**	**1,54,614.53**
B	**Expenses**			
	Cost of materials consumed	21	1,02,498.59	68,253.85
	Purchase of traded goods	22	63,773.65	62,046.43
	Changes in inventories of stock-in-trade, work-in-progress, and finished goods	23	(693.37)	(988.83)
	Employee benefits expense	24	6,082.39	7,003.36
	Finance costs	25	3,003.01	795.52
	Depreciation and amortisation expenses	26	2,238.33	1,764.78
	Other expenses	27	6,491.37	8,587.40
	Total expenses (B)		**1,83,393.97**	**1,47,462.51**
C	**Profit / (Loss) before share of profit/(loss) of an associate and tax (A-B)**		**7,334.13**	**7,152.02**
D	Share of profit/(loss) of an associate		333.60	456.66
E	**Profit / (Loss) before exceptional items and tax (C+D)**		**7,667.73**	**7,608.68**
F	Exceptional Items		-	-
G	**Profit /(loss) before tax (E-F)**		**7,667.73**	**7,608.68**
H	**Tax expense:**	7		
	(a) Current Tax		(1,684.74)	(925.43)
	(b) Adjustment of tax related to earlier years		90.89	(9.84)
	(c) Deferred Tax		259.13	(997.45)
	Total tax expense		**(1,334.72)**	**(1,932.72)**
I	**Profit /(loss) for the year (G+H)**		**6,333.01**	**5,675.96**
J	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss		10.89	7.65
	Income tax relating to items that will not be reclassified to profit or loss		(1.63)	(3.11)
	Total other comprehensive income for the year (net of tax)		**9.26**	**4.54**

Particulars		Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
K	**Total comprehensive income for the year (I+J)**		**6,342.27**	**5,680.50**
L	**Earnings per equity share (EPS)**	28		
	Basic (in ₹)		7.37	6.62
	Diluted (in ₹)		7.33	6.62
	Face value per share (in ₹)		10.00	10.00

See accompanying notes forming part of standalone Ind AS financial statements 1 to 42

The accompanying notes are an integral part of the 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 26, 2025

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 26, 2025

OPTIEMUS INFRACOM LIMITED

STATEMENT OF CONSOLIDATED CASH FLOWS

(₹ in Lakhs)

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before tax	**7,667.73**	**7,608.68**
	Adjustments to reconcile profit before tax to net cash flows :		
	Depreciation of property, plant and equipment	1,509.87	1,048.76
	Depreciation of right of use asset	724.72	713.01
	Amortisation of intangible assets	3.74	3.01
	Interest expenses on financial liabilities measured at amortised cost	3,003.01	795.52
	Interest income	(393.86)	(51.29)
	(Profit)/ Loss on sale of non current/current investments	(7.85)	2.24
	Fair value gain on financial instruments at fair value through profit or loss	(312.31)	(937.08)
	Provision for diminution in value of investments or investments written off	4.40	1.00
	Provision on legal liabilities	55.07	-
	Provision on doubtful advances	1.08	-
	Provision on doubtful loans	674.55	-
	Unbilled Revenue	(791.89)	(92.36)
	Provision of gratuity made	40.47	35.27
	Irrecoverable balances written off/ back (net)	287.42	3,896.02
	Expected credit loss allowance on trade receivables	115.16	118.07
	Foreign exchange loss/(gain)	(70.02)	(595.52)
	Share of (profit)/ loss of associate	(333.60)	(456.66)
	Exchange differences in translating the financial statements of a foreign subsidiaries	3.67	5.96
	Gain on disposal of Investment Property	(10.96)	(1.00)
	Gain on disposal of property, plant and equipment (net)	(7.85)	(2.34)
	Operating profit before working capital changes	**12,162.55**	**12,091.29**
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	9,276.12	(22,321.94)
	Trade receivables	(12,260.64)	(11,270.53)
	Other current financial assets	4,456.97	(1,937.50)
	Other non current financial assets	(100.57)	(153.34)
	Other current assets	2,273.36	(7,380.89)
	Other non current assets	(5,576.34)	965.06
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade payables	(9,673.50)	38,037.89
	Other current financial liabilities	(365.17)	(1,008.84)
	Other non current financial liabilities	54.22	312.12
	Other current liabilities	(233.68)	(3,090.12)
	Non current provision	0.04	12.05
	Current provisions	435.48	8.69
	Cash generated from operations	**448.84**	**4,263.94**
	Income Tax Paid	(1,702.69)	(230.21)
	Net cash flow generated from operating activities (A)	**(1,253.85)**	**4,033.73**

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
B	**Cash flow from investing activities**		
	Payment for property, plant and equipment, capital work in progress, intangible assets and intangible asset under development	(3,893.59)	(6,179.86)
	Proceeds from sale of property, plant and equipment and investment property	25.00	85.00
	Right to use asset (ROU)	(4,434.78)	0.01
	Loans given/received back	18.86	675.68
	Purchase/proceeds from investments	7.85	25.55
	Interest received	393.86	51.29
	Proceeds from fixed deposits with original maturities more than 3 months (net)	(64.45)	276.71
	Acquisition of share of non - controlling interest	2,895.00	7.52
	Net cash flow generated from/(used in) investing activities (B)	**(5,052.25)**	**(5,058.10)**
C	**Cash flow from financing activities**		
	Issue of Equity share capital	139.58	-
	Proceeds from / (repayment) of term loans	4,652.05	1,254.29
	Interim Dividend paid	-	(1,287.86)
	Issue of equity share warrants	5,063.39	-
	Share application money proceeds, pending allotment	3,003.57	-
	Proceeds from / (repayment) of short-term borrowings (net)	(2,589.53)	4,147.32
	Lease Liability	1,306.01	(792.86)
	Finance costs paid	(3,003.01)	(795.52)
	Proceeds from security premium on issuance of share capital	9,243.69	-
	Net cash flow generated from/(used in) financing activities (C)	**17,815.75**	**2,525.37**
	Net (decrease)/increase in cash & cash equivalents [(A)+(B)+(C)]	**11,509.65**	**1,501.00**
	Cash and cash equivalents at the beginning of the year	2,923.99	1,422.99
	Cash and cash equivalents at the end of the year	**14,433.64**	**2,923.99**
	Components of cash and cash equivalents		
	Balances with banks in current accounts	1.14	1.05
	Cash on hand	14,432.50	2,922.94
		14,433.64	**2,923.99**

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. The accompanying notes form an integral part of the 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 26, 2025

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 26, 2025

OPTIEMUS INFRACOM LIMITED

STATEMENT OF CHANGES IN EQUITY

(₹ in Lakhs)

Particulars	Share capital		Reserves and surplus				Items of OCI				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)	Money received against share warrants	Share application money pending allotment			
As at April 01, 2023	8,58,57,191	8,585.72	261.00	110.51	3,562.00	25,760.30	(162.46)	124.85	-	-	29,660.51	(24.65)	29,635.86
Issue of equity shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	5,683.15	-	-	-	-	5,683.15	0.33	5,683.48
Other comprehensive income	-	-	-	-	-	-	4.54	1.42	-	-	5.96	-	5.96
Transfer from ESOP reserve on exercise of employee stock option	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Dividend paid	-	-	-	-	-	(1,287.86)	-	-	-	-	(1,287.86)	-	(1,287.86)
Prior period adjustments in subsidiaries and associate	-	-	-	-	-	-	-	-	-	-	-	-	-
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 March 31, 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**

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 26, 2025

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 26, 2025

MATERIAL ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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 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.

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 mobile handset and mobile accessories. 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 26, 2025.

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 34. 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 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 1st 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.

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. 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 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 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 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.

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) 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:

- 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 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 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 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.

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 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 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 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 1st 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.

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 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 from April 01, 2024.

3(A). PROPERTY, PLANT AND EQUIPMENT (PPE)

(₹ in Lakhs)

Particulars	Land	Building	Furniture and Fittings	Electrical Fittings	Plant and Machinery	Office Equipment	Computers	Motor Vehicles	Total
Gross carrying amount									
As at April 01, 2023	28.21	318.51	729.26	212.84	8,968.45	37.61	592.39	599.53	11,486.80
Additions	-	67.33	119.99	676.73	5,067.49	19.40	179.09	58.02	6,188.05
Disposals	-	-	-	-	(2.40)	-	-	(147.24)	(149.64)
As at March 31, 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**
Accumulated depreciation									
As at April 01, 2023	-	66.52	265.80	80.91	1,528.52	6.14	230.05	529.39	2,707.34
Charge for the year	-	27.43	40.48	95.29	720.02	7.26	144.62	13.66	1,048.76
Disposals	-	-	-	-	-	-	-	(144.75)	(144.75)
As at March 31, 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
Disposal	-	-	(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**	**3,308.70**	**25.86**	**502.17**	**56.68**	**4,675.08**
Net book value									
As at March 31, 2025	**28.21**	**262.21**	**507.61**	**409.11**	**12,259.92**	**55.44**	**303.82**	**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**
As at March 31, 2023	**28.21**	**252.00**	**463.45**	**131.93**	**7,439.93**	**31.47**	**362.34**	**70.15**	**8,779.47**

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

(₹ in Lakhs)

Particulars	Computer Software	Total
Gross carrying amount		
As at March 31, 2023	130.56	**130.56**
Additions	0.13	**0.13**
Disposals	**-**	**-**
As at March 31, 2024	**130.69**	**130.69**
Additions	16.97	16.97
Disposals	-	-
As at March 31, 2025	**147.66**	**147.66**
Accumulated amortisation		
As at March 31, 2023	122.51	**122.51**
Charge for the year	3.01	**3.01**
Disposals	-	-
As at March 31, 2024	**125.52**	**125.52**
Charge for the year	3.74	3.74
Disposals	-	-
As at March 31, 2025	**129.26**	**129.26**
Net book value		
As at March 31, 2025	**18.40**	**18.40**
As at March 31, 2024	**5.17**	**5.17**
As at March 31, 2023	**8.05**	**8.05**

3 (C). RIGHT TO USE ASSETS

(₹ in Lakhs)

Particulars	Building	Total
Gross carrying value		
As at April 01, 2023	7,015.99	7,015.99
Additions	-	-
Deletions	-	-
As at March 31, 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**
Accumulated Depreciation		
As at April 01, 2023	622.07	622.07
Charge for the year	713.01	713.01
Deletions	-	-
As at March 31, 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**
Net carrying value		
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 : (₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	5,514.90	6,307.76
Additions	930.25	-
Finance cost accrued during the period	1,431.35	94.76
Payment of lease liabilities	(1,055.59)	(887.62)
Deletion of lease Liability	-	-
Balance at the end	**6,820.91**	**5,514.90**

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: (₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	585.96	768.70
Non-current lease liabilities	6,234.95	4,746.20
Total	**6,820.91**	**5,514.90**

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.

The following are the amounts recognized in profit or loss: **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation expenses on right to use assets	724.72	713.01
Interest expense recognised relating to lease liabilities	1,431.35	94.76
Total amount recognised in profit or loss	**2,156.07**	**807.77**

4. CAPITAL WORK-IN-PROGRESS (CWIP)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital work-in-progress	2,391.74	260.34
Total	**2,391.74**	**260.34**

Movement in capital work in progress: **(₹ in Lakhs)**

Particulars	Amount
Capital work-in-progress as at March 31, 2023	261.43
Add: Additions during the year	-
Less: Capitalisation during the year	(1.09)
Capital work-in-progress as at March 31, 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**

Ageing schedule of capital work-in-progress:

As at March 31, 2025 **(₹ in Lakhs)**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Capital work-in-progress	2,356.75	-	34.99	-	**2,391.74**

As at March 31, 2024 **(₹ in Lakhs)**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Capital work-in-progress	-	34.99	-	225.35	**260.34**

Note:

The group has started setup a new factory in B-6 Sector 85, Noida, Uttar Pradesh for manufacturing of electronics goods for expansion of business for which cost of amount ₹ 482.02 Lakhs (Previous Year: ₹ 34.99 Lakhs) are incurred and this is still in progress. At the point when these asset is operating at management's intended use, the cost of these CWIP is transferred to the appropriate category of property, plant and equipment and depreciation commences.

5. INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars	Land	Total
Gross carrying amount		
As at April 01, 2023	**98.04**	**98.04**
Additions	-	-
Disposals	84.00	84.00
As at March 31, 2024	**14.04**	**14.04**
Additions	-	-
Disposals	(14.04)	(14.04)
As at March 31, 2025	**-**	**-**
Accumulated depreciation		
As at April 01, 2023	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at March 31, 2024	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at March 31, 2025	**-**	**-**
Net block		
As at March 31, 2025	**-**	**-**
As at March 31, 2024	**14.04**	**14.04**
As at March 31, 2023	**98.04**	**98.04**

Information regarding income and expenditure of investment property (₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental income	-	-
Profit/ (Loss) on sale of investment property	10.95	1.00
Profit from investment property before depreciation	**10.95**	**1.00**
Less: Depreciation	-	-
Profit/ (loss) from investment property	**10.95**	**1.00**

As at the closure of the F.Y. 2023-24, valuation of such investment properties (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.

The group has no restrictions on the realisability of its investments and no contractual obligations to purchase, construct or develop investment properties or repairs, maintenance and enhancements.

6. NON-CURRENT FINANCIAL ASSETS

(A) INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investments at fair value through profit or loss		
Investment in equity instruments		
• **Teleecare Network India Private Limited***		
1,59,34,200 (March 31 2024: 1,59,34,200) equity shares of ₹10 each fully paid up	6,460.27	5,814.36
• **Ilumi Solution Inc**		
9,66,620 (March 31, 2024: 9,66,620) equity shares of US$ 0.00001 each fully paid up	-	-
Net of provision for dimunition in value of ₹ 478.84 lakhs		
(2024 - ₹ 478.84 lakhs)		
• **Travancore Marketing Private Limited**		
11,000 (March 31, 2024: 11,000) equity shares of ₹ 10 each fully paid up	0.08	0.08
Quoted equity instruments		
Investment in fully paid up equity instruments		
a) Equity instruments - Quoted (FVTPL)		
• **Arvind Remedies Limited**		
10,000 (March 31, 2024: 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		
(2024 - ₹ 5.16 lakhs)		
• **GTL Infrastructure Limited**		
1,974 (March 31, 2024: 1,974) equity shares of ₹ 10 each fully paid up	0.03	0.03
Net of provision for dimunition in value of ₹ 0.54 lakhs		
(2024 - ₹ 0.54 lakhs)		
• **IKF Technologies Limited**		
2,20,000 (March 31, 2024: 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		
(2024 - ₹ 33.82 lakhs)		
• **Cybele Industries Limited**		
25,000 (March 31, 2024: 25,000) equity shares of ₹ 10 each fully paid up	5.30	9.70
Net of provision for dimunition in value of ₹ 5.19 lakhs		
(2024 - ₹ 1.19 lakhs)		

6. NON-CURRENT FINANCIAL ASSETS *(CONTD...)*

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
b) Investment in partnership firm - unquoted (FVTPL)		
• **WIN Technology**		
Net of provision for dimunition in value of ₹ 361.12 lakhs	-	-
Total investments	**6,466.74**	**5,825.23**
a) Aggregate amount of quoted investments and market value thereof	**6.39**	**10.79**
b) Aggregate amount of unquoted investments	**6,460.35**	**5,814.44**

Notes:

*In accordance with IND AS 109, the group 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 ₹ 45.81/- per share, reflecting an increase from previously recorded fair value of ₹ 43.85/- per share. As a result, fair value gain of ₹ 312.31 lakhs has been recognized in the statement of profit and loss for the year.

(B) LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
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

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits[1]		
Security deposits - considered good	344.49	293.38
Security deposits - considered doubtful	300.00	300.00
	644.49	**593.38**
Less: provision for doubtful deposits	-	-
	644.49	**593.38**
Bank deposits with remaining maturity of more than 12 months[2]	337.70	299.86
Interest accrued on deposits	32.10	20.47
	369.80	**320.33**
Total Other financial assets	**1,014.29**	**913.71**

1. Security deposit includes deposit of ₹300 lakhs against mortgage of property at Punjabi Bagh, West Delhi. As per last valuation report dated November 06, 2013 the property would fetch more than the amount given. The said 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 such recovery. Hence, due to the fact that value of property kept as security exceeds the amount of security granted, the group has not undertaken to credit impair such deposit.
2. Bank deposits with remaining maturity of more than 12 months includes fixed deposits amounting to ₹ 68.05 lakhs (March 31, 2024 : ₹ 78.32 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.

7. INCOME TAXES

The major components of income tax expense for the period ended March 31, 2025 and March 31, 2024 are:

Profit or loss section **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax:		
Current income tax charge	(1,684.74)	(925.43)
Adjustment of tax relating to earlier periods	90.89	(9.84)
Classification of income tax recognised in other comprehensive income		
– Income taxes related to items that will not be reclassified to profit or loss	(1.63)	(3.11)
Deferred tax:		
Relating to origination and reversal of temporary differences	259.13	(997.45)
Income tax expense reported in the statement of profit and loss	**(1,336.35)**	**(1,935.83)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Accounting profit before tax from:		
Profit from continuing operation before income tax expense	7,667.73	7,608.68
Total profit for the year	**7,667.73**	**7,608.68**
At India's statutory income tax rates	**1,929.81**	**1,914.96**
Adjustments in respect of current income tax of previous years	-	(8.73)
Non-deductible expenses and losses	(99.39)	(212.97)
Others	(3,165.14)	(3,625.98)
Income taxes related to items that will not be reclassified to profit or loss	(1.63)	(3.11)
Income tax expense reported in the statement of profit and loss	**(1,336.35)**	**(1,935.83)**

Deferred tax expense/(income): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Accelerated depreciation for tax purposes	(56.75)	(160.76)
Expenditure charged to the statement of profit or loss in the current year but allowed for tax purposes on payment basis	217.41	(629.95)
Fair valuation of investments	(71.45)	(229.00)
Others	169.92	22.26
Deferred tax expense/(income)	**259.13**	**(997.45)**

Deferred tax asset/ (liability): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	(476.99)	(401.30)
Provision for diminution in the value of investments	507.29	506.28
Increase in the value of Teleecare shares	(874.35)	(802.89)
Provision for doubtful debts	47.89	72.70
Impact of other expenditure charged to the statement of profit or loss in the current year but allowed for tax purposes on payment basis	786.59	358.14
Deferred tax asset/ (liability) (net)	**(9.57)**	**(267.07)**

Reconciliation of deferred tax assets (net): **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance as at April 01	(267.07)	733.49
Tax income/(expense) during the period recognised in profit or loss	259.13	(997.45)
Tax income/(expense) during the period recognised in OCI	(1.63)	(3.11)
Closing balance as at March 31	**(9.57)**	**(267.07)**

8. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital advances*	479.50	(0.00)
Prepaid Lease expense on security deposits	107.20	113.41
Advances given against Purchase of Property to Related Parties (refer note 29)	4,665.00	1,700.00
Deferred IGST asset	311.16	273.11
Advance for acquisition of shares in subsidiary[1]	2,100.00	-
Total other non-current assets	**7,662.86**	**2,086.52**

*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.

1. During the financial year ended March 31, 2025, the group has advanced ₹ 2,100 lakhs towards the acquisition of equity shares in its subsidiary, Bharat Innovative Glass Technologies Private Limited. As on the balance sheet date, the shares had not been allotted. Accordingly, the amount has been disclosed under "Other non-current assets" as Advance for acquisition of shares in accordance with Schedule III to the Companies Act, 2013.

   Subsequent to the reporting date, but before the approval of the financial statements, the allotment of shares was completed in April 2025. This event has been disclosed as a non-adjusting event in accordance with Ind AS 10 – Events after the Reporting Period.

9. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Traded goods*	7.13	88.52
Raw material	13,505.44	23,474.93
Work-in-progress	3,656.45	7,667.59
Fininshed goods	7,248.18	2,462.29
Total inventories	**24,417.20**	**33,693.33**

* Traded goods include finished goods purchased for re-sale.

Note: Inventories to the extent of ₹ 7,158.48 Lakhs (March 31, 2024: ₹ 8,498.08 Lakhs) have been hypothecated to secure the borrowings of the group.

10. CURRENT FINANCIAL ASSETS

(A) TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables	46,739.29	29,328.66
Receivables from other related parties	13,254.15	18,806.72
Total trade receivables	**59,993.44**	**48,135.38**

Break up of security details :

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Unsecured, considered good	50,646.84	17,217.64
Trade receivables which have significant increase in credit risk	9,461.72	31,191.21
Trade receivables - credit impaired	75.17	88.87
	60,183.73	**48,497.72**
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	(14.87)	(0.00)
Trade receivables which have significant increase in credit risk	(100.26)	(273.47)
Trade receivables - credit impaired	(75.16)	(88.87)
	(190.29)	**(362.34)**
Total trade receivables	**59,993.44**	**48,135.38**

Trade receivables ageing schedule: **(₹ in Lakhs)**

Particulars	As at March 31, 2025					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	59,045.53	807.59	20.74	-	-	59,873.86
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	58.31	60.26	1.01	-	119.58
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(v) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total	**59,045.53**	**865.90**	**81.00**	**1.01**	**-**	**59,993.44**

(₹ in Lakhs)

Particulars	As at March 31, 2024					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	37,079.30	10,327.59	446.21	-	0.90	47,854.00
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	60.95	-	-	135.16	196.11
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	73.47	73.47
(iv) Disputed trade receivables - which have significant increase in credit risk	11.30	-	0.50	-		11.80
(v) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total	**37,090.60**	**10,388.54**	**446.71**	**-**	**209.53**	**48,135.38**

Notes:

- 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.
- Trade receivables are non - interest bearing and are generally on terms of 0 to 90 days.
- There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

(B) CASH & CASH EQUIVALENTS * **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in current accounts	9,420.49	2,910.83
FDR Maturity less than 90 Days	5,000.00	-
Unpaid dividend account	12.01	12.11
Cash on hand	1.14	1.05
Total Cash & cash equivalents	**14,433.64**	**2,923.99**

*There are no restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period except unpaid dividend account.

(C) OTHER BANK BALANCES **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with maturity of less than 12 months	32.87	18.11
Margin money deposits	112.90	63.21
Total Other bank balances	**145.77**	**81.32**

- 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.
- 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.

(D) LOANS **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to others		
Loans receivables considered good - Unsecured	-	18.87
Loans receivables credit impaired	2,698.20	2,698.20
Less: provision for doubtful loans	(2,698.20)	(2,023.65)
Total Loans	**-**	**693.42**

(E) OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits		
Security deposits - considered good*	268.55	256.04
	268.55	**256.04**
Less: provision for doubtful deposits	-	-
	268.55	**256.04**
Interest receivable on loans & advances	5.94	0.16
Advance for acquisition of shares from NCI in subsidiary	-	-
Other recoverables**	0.00	4,475.26
	5.94	**4,475.42**
Total Other financial assets	**274.49**	**4,731.46**

*Security deposits includes deposits given to various public authorities such department of Sales Tax and VAT of different states and do not have any fixed maturity periods.

**Other recoverables include refund of additional CVD paid in excess by MPS Telecom Private Limited (merged with Optiemus Infracom Limited w.e.f. April 30, 2018). The said refund has been issued vide orders (i CUS/RFD/460/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (ii) CUS/RFD/461/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (iii) CUS/RFD/462/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (iv) CUS/RFD/463/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del; (v) CUS/RFD/464/2023-RFD-O/o Pr Commr-CUS-ACC(I)-Del dated April 2024 to the extent of ₹ 4,475.18 lakhs.

11. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances to suppliers of goods or services	1,034.12	2,535.35
Advances to suppliers of goods or services to Related Parties (refer note 29)	250.00	1,311.42
Other Recoverables	2,149.03	-
Custom duty bond	2.42	2.10
Advances to staff	18.87	0.89
Taxes and duties recoverable considered good	3,242.29	5,518.38
Prepaid expenses	547.47	57.53
Unbilled customer	791.89	92.36
Duty paid under protest	29.72	30.17
Advances to others	0.12	0.28
Total Other current assets	**8,065.93**	**9,548.48**

12. EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2025		As at March 31, 2024	
	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	8,72,52,991	8,725.30	8,58,57,191	8,585.72
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**
(c) Subscribed equity share capital:				
- Equity shares of ₹10 each	8,72,52,991	8,725.30	8,58,57,191	8,585.72
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**
(d) Paid up equity share capital:				
- Equity shares of ₹10 each subscribed and fully paid	8,58,57,191	8,585.72	8,58,57,191	8,585.72
- Issued during the year	13,95,800	139.58	-	-
Total	**8,72,52,991**	**8,725.30**	**8,58,57,191**	**8,585.72**

(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 group

(₹ in Lakhs)

Name of the shareholders	As at March 31, 2025		As at March 31, 2024	
	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	44.40%	3,87,38,500	45.12%
Mr. Ashok Gupta	57,54,894	6.60%	57,54,894	6.70%
Mrs. Renu Gupta	69,81,111	8.00%	69,81,111	8.13%
Mr. Deepesh Gupta	53,65,029	6.15%	53,65,029	6.25%
Mr. Neetesh Gupta	52,14,607	5.98%	52,14,607	6.07%

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.

(g) Details of shareholding of promoters

(₹ in Lakhs)

Name of the shareholders	As at March 31, 2025		As at March 31, 2024	
	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	(0.10%)	57,54,894	-

13. OTHER EQUITY

(₹ in Lakhs)

Particulars	Amount
Securities premium (A)	
Balance as at April 01, 2023	110.51
Movement during the year	-
Balance as at March 31, 2024	**110.51**
Movement during the year	9,243.69
Balance as at March 31, 2025	**9,354.20**
General reserve (B)	
Balance as at April 01, 2023	261.00
Transfer from retained earnings	-
Balance as at March 31, 2024	**261.00**
Transfer from retained earnings	-
Balance as at March 31, 2025	**261.00**
Capital Reserve (C)	
Balance as at April 01, 2023	3,562.00
Movement during the year	-
Balance as at March 31, 2024	**3,562.00**
Movement during the year	-
Balance as at March 31, 2025	**3,562.00**
Money received against share warrants (D)	
Balance as at April 01, 2023	-
Movement during the year	-
Balance as at March 31, 2024	**-**
Movement during the year	5,063.39
Balance as at March 31, 2025	**5,063.39**
Retained earnings (E)	
Balance as at April 01, 2023	25,760.30
Profit for the year	5,683.15
Less: Dividend Paid	(1,287.86)
Balance as at March 31, 2024	**30,155.59**
Profit for the year	6,418.87
Less: Proposed dividend	-
Balance as at March 31, 2025	**36,574.46**
Other Comprehensive Income:	
Foreign Currency Translation Reserve (F)	
Balance as at April 01, 2023	124.85
Movement during the year	1.42
Balance as at March 31, 2024	**126.27**
Movement during the year	3.67
Balance as at March 31, 2025	**129.94**
FVTOCI (G)	
Balance as at April 01, 2023	(162.46)
Movement during the year	4.54
Balance as at March 31, 2024	**(157.92)**
Movement during the year	9.26
Balance as at March 31, 2025	**(148.66)**

13. OTHER EQUITY

(₹ in Lakhs)

Particulars	Amount
Share application money pending allotment (H)	
Balance as at April 01, 2023	-
Movement during the year	-
Balance as at March 31, 2024	**-**
Movement during the year	3,003.57
Balance as at March 31, 2025	**3,003.57**
Total other equity (A+B+C+D+E+F+G+H)	
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 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. NON-CURRENT FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A) BORROWINGS		
(i) Term loans		
(I) from banks (secured)	8,638.59	2,682.28
Less: Current maturities of long - term borrowings	(2,013.45)	(709.19)
(II) from related parties	-	(0.00)
Total borrowings	**6,625.14**	**1,973.09**

(B) OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred duties and taxes for bonded warehouse capital goods		
(i) Deferred custom duty	131.79	115.62
(ii) Deferred IGST liabilities	311.16	273.11
Total Other financial liabilities	**442.95**	**388.73**

15. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
(i) Gratuity (refer note 32)	81.53	50.29
Total Provisions	**81.53**	**50.29**

16. CURRENT FINANCIAL LIABILITIES

(A) BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans repayable on demand		
Unsecured loans from related party	10.00	306.41
Cash credit/ working capital loans from banks - secured*	2,401.70	2,893.24
Current maturities of long-term debts - secured	2,013.45	709.19
Bills payable	1,883.12	4,988.96
Total borrowings	**6,308.27**	**8,897.80**

***Cash credit/working capital loans from banks**

Cash credit/working capital loans from banks are secured by hypothecation of raw materials, semi finished and finished goods, consumable stores, other movable assets excluding vehicles specifically hypothecated against vehicle loans and book debts, present and future, of the group. The group has been sanctioned working capital limits from banks during the year on the basis of security of current assets of the group. The Quarterly returns/statements filed by the group for each quarter with such banks are in agreement with the books of accounts of the group.

(B) TRADE PAYABLES **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (refer note 33)	605.99	582.83
Total outstanding dues of creditors other than micro enterprises and small enterprises	60,153.88	69,920.56
Total trade payables	**60,759.87**	**70,503.39**

Trade payables ageing schedule **(₹ in Lakhs)**

Particulars	As at March 31, 2025				Total
	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(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
Total	**58,458.52**	**1,812.16**	**461.23**	**27.96**	**60,759.87**

(₹ in Lakhs)

Particulars	As at March 31, 2024				Total
	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	569.58	8.22	5.03	-	582.83
(ii) Others	64,416.32	5,399.68	14.31	90.25	69,920.56
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**64,985.90**	**5,407.90**	**19.34**	**90.25**	**70,503.39**

Notes:

- The amounts are unsecured and non - interest bearing and are usually on varying trade term.
- Identification of Micro and Small Enterprises is basis intimation received from vendors.

(C) OTHER FINANCIAL LIABILITIES **(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued but not due on bank borrowings	34.50	20.37
Security received	75.36	75.36
Other expenses payable	192.99	1,001.22
Unclaimed dividend*	12.01	12.11
Capital creditors	391.53	-
Employee benefits payable	197.86	160.36
Total Other financial liabilities	**904.25**	**1,269.42**

As at March 31, 2025, the group has an outstanding liability towards unclaimed dividend amounting to ₹12.01 lakhs (₹12.11 lakhs as on March 31, 2024). 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 dividends held in IndusInd bank is provided below:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
2022-2023	12.01	12.11
	12.01	**12.11**

17. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances from customers	982.67	1,820.58
Taxes and other statutory dues payable	1,163.88	613.21
Deferred import GST (Bonded)	57.46	4.23
Deferred customs duty (Bonded)	2.43	2.10
Total Other current liabilities	**2,206.44**	**2,440.12**

18. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
(i) Gratuity (refer note 32)	6.90	5.40
Provision on Unrealised foreign exchange loss	305.32	-
Provision for Expenses	100.59	23.28
Provision for Audit fees	11.75	8.62
Provision on doubtful advances	1.08	-
Provision on legal liabilities	55.07	-
Provision for interest on statutory liabilities*	92.76	45.62
Total Provisions	**573.47**	**82.92**

Notes:

* Includes provision for interest on income tax for default in payment of advance tax (under section 234B and 234C) on provisional basis for the assessment year 2024-2025 in accordance with the measurement and disclosure requirements of Ind - AS 12 and provision for interest on MSME payables of ₹ 80.65 Lakhs.

19. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of products	1,72,805.17	1,21,134.56
Sale of traded goods	8,000.23	21,514.81
Sale of services	5,190.18	5,461.36
Export sales	66.41	20.72
Unbilled revenue	791.89	92.36
Other operating income*	2,145.80	4,548.47
Total revenue from operations	**1,88,999.68**	**1,52,772.28**
India	1,88,066.29	1,49,886.02
Outside India	933.39	2,886.26
Total revenue from operations	**1,88,999.68**	**1,52,772.28**
Timing of revenue recognition		
Goods transferred at a point in time	1,83,809.50	1,47,373.45
Services transferred over time	5,190.18	5,398.83
Total revenue from operations	**1,88,999.68**	**1,52,772.28**

*includes revenue from rendering of management services & refund of excess differential countervailing duty paid for the periods - (i) February 22, 2014 to March 26, 2014; (ii) April 01, 2014 to June 30, 2014; (iii) July 01, 2014 to September 30, 2014; (iv) October 01, 2014 to December 31, 2014 and (v) January 02, 2015 to February 18, 2015.

20. OTHER INCOME

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income	393.86	51.29
Foreign exchange gain	70.02	595.52
Liabilities no longer required written back*	448.02	42.20
Bad debts recovered	2.42	-
Sale of Manufacturing Scrap	117.57	45.05
Sale of non-manufacturing scrap	56.64	57.87
Fair value gain on financial instruments at fair value through profit or loss#	312.31	937.08
Net gain on disposal of property, plant and equipment	7.85	2.34
Technical testing and service fees	8.99	16.81
Equalization income on deferred duties	27.19	22.09
Lease Equalisation Income	15.99	10.72
Miscellaneous income	224.48	34.14
Net gain on disposal of investment property	10.96	1.00
Rental income	32.12	26.14
Total Other income	**1,728.42**	**1,842.25**

* Includes amount written back in respect of balances which are no longer acknowledged as debt by the group.

Refer note 6(a)

21. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories of raw material at the beginning of the year	23,474.93	2,259.89
Add: Purchases	92,529.11	89,468.89
Less: Inventories of raw material at the end of the year	(13,505.45)	(23,474.93)
Total cost of materials and components consumed	**1,02,498.59**	**68,253.85**

22. PURCHASE OF TRADED GOODS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchases	63,773.65	62,046.43
Total Purchase of traded goods	**63,773.65**	**62,046.43**

23. CHANGES IN INVENTORIES OF STOCK - IN - TRADE, WORK-IN-PROGRESS, AND FINISHED GOODS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories at the beginning of the year		
Work - in - progress	7,667.59	5,509.65
Finished goods	2,462.29	3,625.41
Traded goods	88.52	94.51
Inventories at the end of the year		
Work - in - progress	(3,656.46)	(7,667.59)
Finished goods	(7,248.18)	(2,462.29)
Traded goods	(7.13)	(88.52)
Total Changes in inventories of stock-in-trade, work-in-progress, and finished goods	**(693.37)**	**(988.83)**

24. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	2,460.78	1,943.74
Director remuneration expense*	150.00	150.00
Gratuity expense (refer note 32)	40.46	35.27
Contribution to provident and other funds**	82.86	71.99
Contractor employees expense	3,105.93	4,400.58
Staff welfare expenses	242.36	401.78
Total Employee benefits expense	**6,082.39**	**7,003.36**

* Director remuneration expenses incurred by the group are in accordance with section 197 of the Companies Act, 2013.

** Other funds/scheme includes a contribution towards Provident Fund and Employee State Insurance scheme.

25. FINANCE COST

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Borrowing costs	55.44	130.43
Financial charges on Lease, securities and duties	1,410.88	105.99
Interest on others	140.88	84.43
Interest on income tax*	77.84	19.39
Interest on term loans	1,317.97	455.28
Total Finance cost	**3,003.01**	**795.52**

* Interest on income tax includes interest in default in payment of advance tax (under section 234B and 234C) on provisional basis for the assessment year 2025-2026 in accordance with the measurement and disclosure requirements of Ind - AS 12.

26. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on property, plant and equipment [refer note 3(a)]	1,509.87	1,048.76
Depreciation on right to use assets [refer note 3(c)]	724.72	713.01
Amortization of intangible assets[refer note 3(b)]	3.74	3.01
Total Depreciation and amortisation expense	**2,238.33**	**1,764.78**

27. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Direct expenses		
Clearing and forwarding charges	82.73	94.75
Customs and other duties	1.42	102.40
Technical testing fees	66.09	195.19
Freight inward	0.20	33.30
Jigs and fixtures	67.20	16.79
Contractor Employee's Expenses	616.10	136.47
Job Work Expenses	0.10	0.00
Consumables	361.35	967.39
Others		
Advertisement & marketing	54.95	1.62
Business promotion expenses	1.57	-
Research & development expenses	475.45	221.02
Incentive and commission expenses	0.36	0.95
Rent expenses	173.09	173.01
Communication expenses	14.32	16.16

27. OTHER EXPENSES *(CONTD...)*

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Power and fuel expenses	645.83	545.24
Software expense	3.28	-
Travelling and conveyance expenses	134.59	149.93
Insurance premium expenses	109.53	70.81
Rates and taxes expenses	362.62	177.26
Directors sitting fee	27.11	29.68
Price difference loss	342.84	-
Foreign exchange fluctuations (net)	305.32	-
Bad debts written off	287.42	3,938.22
Provision for doubtful loans	674.55	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	1.00
Provision for doubtful advances	1.08	-
Expected credit loss allowance on trade receivables	115.16	(24.49)
Provision on legal liabilities	55.07	-
Legal and professional expenses	632.67	539.23
Freight and cartage outward expenses	52.12	49.61
Licence fees and patent expenses	-	1.20
Printing and stationery expenses	16.79	15.90
Repair and maintenance expenses	187.68	147.88
Computer repairs and maintenance	0.53	0.55
Software expenses	15.46	5.43
Security guard expenses	97.21	114.10
Housekeeping and other office maintenance expenses	85.32	82.83
Recruitment expenses	4.32	-
Payment to auditors (refer note below)*	41.00	34.13
Donations	22.44	-
CSR Expenses	65.62	1.55
Loss on sale of Investment	-	2.24
Festival expenses	22.48	24.58
ROC Fees	2.43	0.57
Annual listing fees	14.11	7.66
Prior Period expense	3.49	29.47
Bank Charges	1.64	-
Miscellaneous expenses	16.84	9.22
Total Other expenses	**6,491.37**	**8,587.40**

*** Payment to auditor** **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
As auditors:		
Statutory audit fee	31.39	25.58
Tax audit fee	4.25	2.75
Limited reviews	4.50	3.00
In other capacities:		
Limited reviews	0.30	1.25
Inventory verification	-	1.25
Reimbursement of expenses	0.56	0.30
Total	**41.00**	**34.13**

28. 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.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to equity shareholders	6,342.27	5,680.50
Weighted average number of equity shares used for computing EPS (basic)	8,60,56,045	8,58,57,191
Weighted average number of equity shares used for computing EPS (diluted)	8,64,85,266	8,58,57,191
Earnings per share		
- Basic	7.37	6.62
- Diluted	7.33	6.62

29. 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
	Bharat Innovative Glass Technologies Private Limited

	Optiemus Unmanned Systems Private Limited
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	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 (Formerly known as Besmarty Marketplace Private Limited)
	Fidelity Logistic Limited
	Roots Network LLP
	Deepali International Private Limited
	EMU Exports Private Limited
	Mobiphone Network India Limited
	Param Exports and Construction Private 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 International Corporation, USA
	Xcite Communications Private Limited
Board of Directors	Mr. Ashok Gupta- Executive Director & Chairman
	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. Deepesh Gupta - Non Executive Director
	Mr. Sanjay Kumar- Non Executive Director
Key Managerial Personnel (KMP)	Mr. Vikas Chandra - Company Secretary
	Mr. Parveen Sharma - Chief Financial Officer

Mr. Gururaj Ayekawadi- Managing Director
Ms. Natasha Kapoor- Company Secretary
Mr. Kuldeep Sharma- Chief Financial Officer

Relatives of Board of Direcors	**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 and Mr. Deepesh Gupta
	Mrs. Ramneek Khandpur	Wife of Mr. Neetesh Gupta
	Mrs. Seema Dahiya	Wife of Mr. Deepesh Gupta
	Mr. Rajiv Kumar	Brother of Mr. Sanjay Kumar
	Mr. RS Prasad	Brother of Mr. Sanjay Kumar
	Mr. SK Prasad	Brother of Mr. Sanjay Kumar

(i) Summary of transactions with above related parties are as follows:

Board of Directors, Key Managerial Personnel and their relatives* **(₹ in Lakhs)**

Name	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Mr. Ashok Gupta	Remuneration	90.00	90.00
Mr. Vikas Chandra	Remuneration	21.04	15.74
Mr. Parveen Sharma	Remuneration	32.78	29.38
Mr. Gururaj Ayekawadi	Remuneration	60.00	60.00
Ms. Natasha Kapoor	Remuneration	6.85	4.37
Mr. Kuldeep Sharma	Remuneration	11.71	7.85
Mr. Neetesh Gupta	Remuneration	-	1.50
Mrs. Ramneek Khandpur	Remuneration	6.01	4.00
Mrs. Seema Dahiya	Remuneration	8.47	6.40

Other related parties **(₹ in Lakhs)**

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Mrs. Renu Gupta	Advance against Property	2,965.00	1,700.00
Mrs. Ramneek Khandpur	Consultancy Charges	-	20.00
Mr. Mukesh Kumar Gupta	Rent expense	1.60	0.45
Mr. Ashok Gupta	Loan received	10.00	-
Mr. Ashok Gupta	Loan received	1,600.00	210.00
Mrs. Renu Gupta	Loan received	400.00	-
Mr. Ashok Gupta	Loan repaid	1,790.00	-

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Mr. Sanjay Kumar	Loan repaid	-	1.00
Mrs. Renu Gupta	Loan repaid	400.00	1,071.00
Mr. Ashok Gupta	Loan Amount Written Back	190.00	-
Mr. Rajiv Kumar	Loan Amount Written Back	2.00	-
Mr. RS Prasad	Loan Amount Written Back	4.00	-
Mr. Sanjay Kumar	Loan Amount Written Back	63.40	-
Mr. SK Prasad	Loan Amount Written Back	6.01	-
Teleecare Network India Private Limited	Sales of goods/ service (excluding GST)	6,068.80	17.41
Ace Mobile Manufacturers Private Limited	Sales of goods/ service (excluding GST)	1,833.12	-
MPS Telecom Retail Private Limited	Sales of goods/ service (excluding GST)	761.64	0.45
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	1.05	0.45
Optiemus Telecommunication Private Limited	Rental income	1.05	0.35
Bharat Innovative Glass Technologies Private Limited	Rental income	1.20	0.30
G R A Enterprises Private Limited	Rental income	1.20	-
MPS Telecom Retail Private Limited	Rental income	1.05	-
Optiemus Electronics Limited	Rental income	6.50	-
Insat Export Private Limited	Rental income	1.20	-
South West Infra Designs Private Limited	Rental income	1.20	-
Optiemus Unmanned Systems Private Limited	Rental income	0.92	-
Roots Network LLP	Rental income	0.47	-
Teleecare Network India Private Limited	Rental income	0.84	1.20
Besmarty Technologies Private Limited	Rental income	0.78	0.04
FineMS Electronics Private Limited	Rental income	0.02	0.04
International Value Retail Private Limited	Rental income	24.00	24.00

(₹ in Lakhs)

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Optiemus Electronics Limited	Rent expense	192.15	19.17
Ace Mobile Manufacturers Private Limited	Rent expense	14.40	0.30
GDN Enterprises Private Limited	Rent expense	0.79	-
Optiemus Electronics Limited	Job Work Charges	4,418.25	2,721.21
G R A Enterprises Private Limited	Dividend Paid	-	0.01
GDN Enterprises Private Limited	Other income	305.60	472.24
Optiemus Electronics Limited	Other income	245.10	875.78
Bharat Innovative Glass Technologies Private Limited	Reimbursement of expenses	619.75	-
Optiemus Unmanned Systems Private Limited	Reimbursement of expenses	57.53	-
Optiemus Electronics Limited	Reimbursement of expenses	28.35	-
GDN Enterprises Private Limited	Reimbursement of expenses	28.35	-
International Value Retail Private Limited	Reimbursement of expenses	1.28	0.94
Corning Incorporated, USA	Reimbursement of expenses	203.30	-
Corning Technologies India Private Limited	Reimbursement of expenses	159.20	-
Corning International Corporation, USA	Proceeds from issue of equity shares	2,895.00	4.92
Corning International Corporation, USA	Share application money pending allotment	903.57	-
Teleecare Network India Private Limited	Purchases of goods (excluding GST)	13,970.01	11,465.46
International Value Retail Private Limited	Purchases of goods (excluding GST)	14,929.18	9,999.98
Optiemus Electronics Limited	Purchases of goods (excluding GST)	0.28	13,661.92
GDN Enterprises Private Limited	Purchases of goods (excluding GST)	-	3,859.58
Skyweb Infotech Limited	Purchases of goods (excluding GST)	1,224.15	491.33
Optiemus Unmanned Systems Private Limited	Purchases of goods (excluding GST)	0.10	-
Optiemus Electronics Limited	Production Compensation Claim	-	1,203.52
G R A Enterprises Private Limited	Impairment of Advances Given	18.87	-
Optiemus Electronics Limited	Loans given to the related party	-	2,302.06
GDN Enterprises Private Limited	Loans given to the related party	-	6.38
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	-

Particulars	Nature of Transaction	Amount of transaction	
		March 31, 2025	March 31, 2024
Troosol Enterprises Private Limited	Loans repaid by the related party	-	187.20
G R A Enterprises Private Limited	Loans given to the related party	-	72.00
Insat Exports Private Limited	Loans repaid by the related party	41.00	1.00
FineMS Electronics Private Limited	Advance from customer	-	21.95
FineMS Electronics Private Limited	Advance returned	21.95	-
Optiemus Unmanned Systems Private Limited	Advance to creditors	825.01	-
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	6.23	-
Bharat Innovative Glass Technologies Private Limited	Advance given for acquisition	2,100.00	-
Bharat Innovative Glass Technologies Private Limited	Investment made	6,755.00	11.48
Optiemus Telecommunication Private Limited	Investment made	-	7.40
GDN Enterprises Private Limited	Investment made	8,506.00	-
Optiemus Electronics Limited	Investment made	11,101.10	-
Optiemus Unmanned Systems Private Limited	Investment made	10.00	-

(ii) Summary of outstanding balances with above related parties are as follows: **(₹ in Lakhs)**

Particulars	Nature of Transaction	Balance as on	
		March 31, 2025	March 31, 2024
Skyweb Infotech Limited	Trade receivables	-	0.53
Optiemus Telecommunication Private Limited	Trade receivables	0.35	0.65
Bharat Innovative Glass Technologies Private Limited	Trade receivables	-	0.35
G R A Enterprises Private Limited	Trade receivables	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	7,743.34	-
International Value Retail Private Limited	Trade receivables	4,064.23	-
Besmarty Technologies Private Limited	Trade receivables	-	0.05
Troosol Enterprises Private Limited	Trade receivables		0.05
FineMS Electronics Private Limited	Trade receivables	-	0.05
FineMS Electronics Private Limited	Advance from customer	-	21.95

Particulars	Nature of Transaction	Balance as on	
		March 31, 2025	March 31, 2024
Optiemus Unmanned Systems Private Limited	Advance to creditor	825.01	-
Teleecare Network India Private Limited	Advance to creditor	-	4,088.83
Ace Mobile Manufacturers Private Limited	Advance to creditor	4,347.22	1,635.67
Teleecare Network India Private Limited	Advance to creditor	-	-
Optiemus Electronics Limited	Trade payable	-	5,402.69
GDN Enterprises Private Limited	Trade payable	-	4,807.99
Skyweb Infotech Limited	Trade payable	-	569.28
Optiemus Electronics Limited	Trade payable	1,441.46	6,407.66
WIN Technology	Trade payable	-	2.65
Corning Incorporated, USA	Trade payable	172.80	-
Corning Technologies India Private Limited	Trade payable	150.19	-
Optiemus Electronics Limited	Interest Receivable	-	207.28
GDN Enterprises Private Limited	Interest Receivable	-	106.46
Mrs. Renu Gupta	Advance against property	4,665.00	1,700.00
Mr. Sanjay Kumar	Loans payable	-	63.40
Mr. RS Prasad	Loans payable	-	4.00
Mr. Rajiv Kumar	Loans payable	-	2.00
Mr. SK Prasad	Loans payable	-	6.01
Optiemus Electronics Limited	Loans given	-	9,724.00
GDN Enterprises Private Limited	Loans given	-	4,994.41
G R A Enterprises Private Limited	Loans given	-	18.87
Mr. Ashok Gupta	Loans received	10.00	-
Insat Export Private Limited	Loans received	-	41.00
Optiemus Unmanned Systems Private Limited	Reimbusement of Expenses	1.12	-
Bharat Innovative Glass Technologies Private Limited	Provision of Reimbursement Reversal	6.23	-
Bharat Innovative Glass Technologies Private Limited	Investment	8,866.48	11.48
GDN Enterprises Private Limited	Investment	9,761.19	1,255.19
Optiemus Unmanned Systems Private Limited	Investment	10.00	-
Optiemus Telecommunication Private Limited	Investment	7.40	7.40
Optiemus Electronics Limited	Investment	17,335.30	6,234.20

* The remuneration to key managerial personnel does not include the provisions made for gratuity, as they are determined on actuarial basis for the group as a whole.

30. 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. Uncertainities 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.

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 esitmates. 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.

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 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.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks : market risk, credit risk and liquidity risk. The primary market risk to the Group is foreign exchange risk. The Group'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 Group 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 Group's operations are adversely affected as the Rupee appreciates / depreciates against these currencies.

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 ₹ 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

The foreign currency risks from financial instruments as of March 31, 2024 were as follows :

The foreign currency forward contracts	Currency	Amount in foreign currency	Amount ₹ in Lakhs
Trade payable	USD	4,36,42,957.77	36,386.84
Trade payable	CNY	4,39,811.29	51.19
Trade payable	JPY	13,47,31,821.48	742.64
Trade payable	RMB	4,330.00	0.50
Export Receivable	USD	26,392.68	21.99
Advance given to vendor	EURO	691.00	0.62

Credit Risk

Credit risk refers to the risk of default on 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 ₹ 59,993.44 Lakhs, and ₹ 48,135.38 Lakhs as of March 31, 2025 and

March 31, 2024 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located both in India and overseas. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings. Investments primarily include investment in deposits with banks.

Liquidity Risk

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.

32. POST EMPLOYMENT BENEFIT PLANS: GRATUITY

The Group 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:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Defined benefit obligation		
Balance as at the beginning of the year	116.98	97.23
Current service cost	39.09	32.23
Interest cost	9.36	7.29
Benefits paid	(6.83)	(12.93)
Remeasurement (gains)/losses in other comprehensive income	(10.70)	(6.84)
Balance as at the end of the year	**147.90**	**116.98**

Reconciliation of the opening and closing balances of the fair value of plan assets

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Fair value of plan assets		
Balance as at beginning of the year	68.88	62.67
Expected return on plan assets	4.82	4.54
Actuarial gains and losses	0.19	0.81
Contributions by the employer	-	13.79
Benefits paid	(6.83)	(12.93)
Balance as at end of the year	**67.06**	**68.88**

The above mentioned plan assets are entirely represented by funds invested with Life Insurance Corporation (LIC) of India.

Total expense recognised in profit or loss **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	39.09	32.23
Interest cost	9.36	7.29
Expected return on plan assets	(4.82)	(4.54)
	43.63	**34.98**

Total amount recognised in other comprehensive income **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Experience losses/(gains) - obligations	(10.70)	(5.07)
Losses from change in financial assumptions	-	(1.77)
Remeasurements on Liability	**(10.70)**	**(6.84)**
Return on plan assets, excluding interest income	(0.19)	(0.81)
Remeasurements on plan assets	**(0.19)**	**(0.81)**
Net remeasurements recognised in OCI	**(10.89)**	**(7.65)**

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	Year ended March 31, 2025	Year ended March 31, 2024
Discount rates	6.75%	7.25%
Expected rates of return on any plan assets	6.75%	7.25%
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 (in years)	60	60

Sensitivity analysis of the defined benefit obligation **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
a) Impact of the change in discount rate		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	137.99	109.56
Impact due to decrease of 1 %	156.65	121.62
b) Impact of the change in salary increase		
Present value of obligation at the end of the period		
Impact due to increase of 1 %	156.54	121.58
Impact due to decrease of 1 %	137.95	109.50

- 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.

33. DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
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	605.99	582.83
– Interest due on above	80.65	26.23
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.	-	-

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
The amount of interest accrued and remaining unpaid at the end of each accounting year.	80.65	26.23
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	-	-

34. GROUP INFORMATION

Information about subsidiaries & associates

Name of the subsidiaries	Country of Incorporation	Portion of ownership interest as at March 31, 2025	Portion of ownership interest as at March 31, 2024	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
Optiemus Telecommunication Private Limited	India	74.00%	74.00%	At cost
Bharat Innovative Glass Technologies Private Limited	India	70.00%	70.00%	At cost
Optiemus Unmanned Systems Private Limited	India	100.00%	-	At cost

Name of the associates	Country of Incorporation	Portion of ownership interest as at March 31, 2025	Portion of ownership interest as at March 31, 2024	Method used to account for the investment
Teleecare Network India Private Limited	India	46.22%	46.22%	At FVTPL

Name of the joint venture	Country of Incorporation	Portion of ownership interest as at March 31, 2025	Portion of ownership interest as at March 31, 2024	Method used to account for the investment
WIN Technology	India	90.00%	90.00%	At cost

35. COMMITMENTS AND CONTINGENCIES

A. CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Claims against the group not acknowledged as debts (refer detailed annexure)		
Indirect tax matters	1,883.11	1,637.27
Other litigations	3,205.64	3,219.15

(₹ in Lakhs)

Nature	Financial year	Year ended March 31, 2025	Year ended March 31, 2024
Sales Tax Chandigarh	2014-15	1.62	1.62
Sales Tax Haryana	2013-14	20.41	20.41
Sales Tax Haryana	2014-15	5.09	5.09
Sales Tax Haryana	2015-16	7.45	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	25.18
Sales Tax Uttar Pradesh	2013-14	44.51	44.51
Sales Tax Karnataka	2011-12	-	31.12
Sales Tax Karnataka	2012-13	-	52.99
Sales Tax Karnataka	2013-14	-	36.78
Sales Tax Karnataka	2014-15	2.90	26.05
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 Rajasthan	2017-18	-	11.83
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 Andhra Pradesh	2015-16	-	13.29
Sales Tax Madhya Pradesh	2017-18	43.21	-
Sales Tax Uttar Pradesh	2017-18	4.46	-
Service Tax	2014-18	490.92	490.92
GST Demand	2017-18	422.40	55.07
Custom Demand	2018-19	466.78	466.78
Arbitration/ Appeal under High Court	2019-20	3,039.11	3,219.15
Arbitration/ Appeal under High Court	2022-23	166.53	-

The group has received an application notice, along with other related documents, filed by M/s BlackBerry Limited before the High Court of Justice, Business and Property Courts of England and Wales, London, United Kingdom, on July 18, 2024, seeking, inter alia, to lift the stay on the claim proceedings. This claim amounting of USD 64,93,504 was brought by M/s BlackBerry Limited in August 2019 and has been stayed since July 2020. Based on legal advice obtained and a detailed review of the matter, the group believes that there is no present obligation, as it is contesting the claim before the appropriate legal forums. Furthermore, the likelihood of any outflow of economic resources is not considered probable at this stage. Accordingly, no provision has been recognized in the financial statements.

B. CORPORATE GUARANTEE **(₹ in Lakhs)**

Guarantee given on behalf of	Guarantee given to	Purpose	Year ended March 31, 2025	Year ended March 31, 2024
GDN Enterprises Private Limited Outstanding as on March 31, 2025 is ₹ 1,155 lakhs	IndusInd Bank Limited	Working Capital	5,290.00	5,290.00
MPS Telecom Retail Private Limited Outstanding as on March 31, 2025 is Nil	IndusInd Bank Limited	Working Capital	6,000.00	6,000.00
Optiemus Electronics Limited Outstanding as on March 31, 2025 is ₹ 2,256 lakhs	IndusInd Bank Limited	Working Capital	10,000.00	10,000.00
Optiemus Electronics Limited Outstanding as on March 31, 2025 is Nil	HDFC Bank Limited	Working Capital	4,200.00	4,200.00
GDN Enterprises Private Limited Outstanding as on March 31, 2025 is ₹ 2,256 lakhs	ICICI Bank Limited	Working Capital	2,500.00	-
Optiemus Electronics Limited Outstanding as on March 31, 2025 is ₹ 3,902 lakhs	ICICI Bank Limited	Working Capital	5,000.00	-
Optiemus Electronics Limited Outstanding as on March 31, 2025 is ₹ 2,975 lakhs	CSB Bank Limited	Working Capital	3,550.00	-
Bharat Innovative Glass Technologies Private Limited Outstanding as on March 31, 2025 is Nil	SBICAP Company Trustee Limited (Trustee of State Bank of India)	Working Capital & Capex	44,700.00	-
Ace Mobile Manufacturers Private Limited Outstanding as on March 31, 2025 is ₹ 1,462 lakhs	ICICI Bank Limited	Working Capital & Capex	2,000.00	-

(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.

36. FAIR VALUE MEASUREMENTS

a. Break-up of financial instruments carried at fair value through profit or loss **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Financial assets		
Investments	6,466.74	5,825.23
	6,466.74	**5,825.23**

b. Break-up of financial instruments carried at amortised costs **(₹ in Lakhs)**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Financial assets		
Loans	-	693.42
Trade receivables	59,993.44	48,135.38
Cash and cash equivalents	14,433.64	2,923.99
Bank balances other than cash and cash equivalents	145.77	81.32
Other financial assets	274.49	4,731.46
	74,847.34	**56,565.57**
Financial liabilities		
Borrowings	12,933.41	10,870.89
Trade payables	60,759.87	70,503.39
Other financial liabilities	904.25	1,269.42
	74,597.53	**82,643.70**

Carrying value and approximate fair values of financial instruments are same.

37. THE CODE ON SOCIAL SECURITY, 2020 (CODE) RELATING TO EMPLOYEE BENEFITS.

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the group towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Group will assess the impact and its evaluation once the subject rules are notified. The Group will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

38. SEGMENT REPORTING

The Group has identified business segments. Business segments are primarily Manufacturing of Mobile & Mobile Accessories . 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 of goods**
2. **Manufacturing**

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Segment revenue		
a) Trading of mobile handset and accessories	60,020.03	67,308.07
b) Manufacturing business	1,34,123.52	1,06,910.44
Total	**1,94,143.55**	**1,74,218.51**
Less: Inter segment revenue	(5,143.87)	(21,446.23)
Net sales/income from operations	**1,88,999.68**	**1,52,772.28**
Segment results		
Profit before interest & tax		
a) Trading of mobile handset and accessories	1,839.19	1,279.53
b) Manufacturing business	6,769.53	4,825.75
Total	**8,608.72**	**6,105.28**
Less:		
(a) Interest	3,003.01	795.52
(b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	(2,062.02)	(2,298.92)
Total profit before tax	**7,667.73**	**7,608.68**

(₹ in Lakhs)

Segment Assets	March 31, 2025	March 31, 2024
a) Trading of mobile handset and accessories	77,134.96	56,278.12
b) Manufacturing business	1,09,231.60	1,13,163.82
Less: Inter segment	(31,308.40)	(34,671.52)
Other unallocated assets	-	-
Total segment assets	**1,55,058.16**	**1,34,770.42**

(₹ in Lakhs)

Segment Liabilities	March 31, 2025	March 31, 2024
a) Trading of mobile handset and accessories	17,875.02	13,695.45
b) Manufacturing business	70,143.33	1,10,127.96
Less: Inter segment	510.31	(31,700.47)
Other unallocated liabilities	-	-
Total segment liabilities	**88,528.66**	**92,122.94**

39. 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.

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 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 neither been sactioned 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.

40. Previous period figures have been re-grouped / re-classified to confirm to requirements of the Schedule III to the Companies Act, 2013.

41. The figures have been rounded off to the nearest lakhs of rupees. The figure 0.00 wherever stated represents amount below rounding off norms adopted by the group.

42. Note No.1 to 41 form integral part of the Consolidated Balance Sheet and Consolidated 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 26, 2025

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 26, 2025

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of **OPTIEMUS INFRACOM LIMITED** will be held on Tuesday, the 30th Day of September, 2025 at 03:00 P.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 consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ashok Gupta (DIN: 00277434), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Ashok Gupta (DIN: 00277434), as a Whole-time Director, designated as an Executive Chairman**

   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 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 **("the Act"),** the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors ("Board"), consent of the members be and is hereby accorded for re-appointment of **Mr. Ashok Gupta (DIN: 00277434),** in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, as a Whole-time Director, designated as Executive Chairman of the Company, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from April 01, 2026 to March 31, 2029 on the following terms and conditions and with further discretion to the Board to alter from time to time the said terms & conditions in such manner, as it may deem fit in the best interest of the Company and agreed to with Mr. Ashok Gupta:

   I. Remuneration:

Gross Salary	:	Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) per month or as may be decided by the Board, from time to time.
Motor Car	:	Provision of motor car with a chauffeur.
Medical	:	As per rules of the Company's Reimbursement Scheme.
Leave Travel	:	As per rules of the Company's Concession Scheme.
Bonus	:	As per the Company's Schemes and Incentives & Other as may be decided by the Board, from time to time.
Other allowances/ Perquisites	:	Subject to any statutory ceiling(s), the Whole-time Director may be given any other allowances, perquisites, benefits and facilities, as may be decided by the Board of Directors, from time to time.

II. Commission:

The Board may decide the amount of commission payable to him based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

III. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Ashok Gupta be paid the aforesaid remuneration as minimum remuneration for that year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

IV. Mr. Ashok Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196(3) of the Act, the approval of members of the Company be and is hereby accorded for the continuation of office of Mr. Ashok Gupta as a Whole-time Director of the Company, upon attaining the age of 70 years during his term i.e. till March 31, 2029.

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 Ms. Ritu Goyal (DIN: 05180676) 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, 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 and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors **("Board")**, **Ms. Ritu Goyal (DIN: 05180676)** who was appointed as an Independent Director of the Company by the members for a term of five consecutive years i.e. upto March 31, 2026 and who is eligible for re-appointment as an Independent Director and has given her consent to act as a Director and submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the 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 her 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, 2026 to March 31, 2031.

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."

5. To appoint Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company for a term of three 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors **("Board")**, consent of the Members be and is hereby accorded to appoint **Mr. Vishal Rajpal (DIN: 00864403),** who is eligible for being appointed 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 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, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

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."

6. To consider and approve the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Audit Committee and Board of Directors **("Board")**, consent of the members be and is hereby accorded to appoint **M/s. S.K. Batra & Associates, Practicing Company Secretaries** (Peer Reviewed Unit UIN No.: S2008DE794900), as the Secretarial Auditors of the Company to hold office for a term of five consecutive years commencing from the Financial Year 2025-26 to 2029-30 at a fees of Rs.1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus taxes for the Financial Year 2025-26 and such other fees as may be amended/approved by the Board/Audit Committee for the subsequent financial years and on such terms and conditions as may be mutually agreed between the Secretarial Auditors and the Audit Committee/ Board of Directors of Company.

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."

7. To consider and approve the modification in the deployment of funds amounting to Rs. 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 ("EGM") dated December 12, 2024, read with the corrigendum dated December 26, 2024

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 Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules framed thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the uniform listing agreement entered into with the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed (**"Stock Exchanges"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"Takeover Regulations"**), the Foreign Exchange Management Act, 1999, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to such approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, the Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions, consent of the members of the Company be and is hereby accorded to vary, alter, modify and/or revise the deployment of the funds raised through preferential issue of 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/- (Rupees Two Hundred Ninety-Six Crore Thirty Six Lakh Eighty-One Thousand Three Hundred and Fifty Only), for the objects as stated in the explanatory statement to the Notice of Extra-Ordinary General Meeting **("EGM")** held on January 04, 2025 read with Corrigendum thereof, in the manner as follows:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs)*	Total estimated amount to be utilized (Rs. In Lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
		Existing	Proposed	
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;	6,846.10	3,870.00	On or before March 31, 2027
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;	5,186.44	5,186.44	On or before March 31, 2027

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs)*	Total estimated amount to be utilized (Rs. In Lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
		Existing	Proposed	
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;	1,867.12	800.00	On or before March 31, 2027
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;	6,846.10	5,800.70	On or before March 31, 2027
5	To meet working capital requirements of the Company;	1,481.84	6570.47	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	7,409.20	On or before December 31, 2026
Total		**29,636.81**	**29,636.81**	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- *All decimals have been rounded off to two decimal points.*
- *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, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.*
- *Note: The Company proposed the Preferential Issue of 21,85,884 Equity Shares and 42,76,106 Fully Convertible Warrants, aggregating to an amount of Rs. 4,34,40,72,777.50/- However, due to under subscription of equity and warrants, the actual allotment was made for 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/-, made on February 08, 2025. Consequent with the same, the allocated amount towards each object was proportionately reduced.*

RESOLVED FURTHER THAT any actions previously taken by the Officers or Directors of the Company in furtherance of the original object of the preferential issue are hereby ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including but not limited to filing of requisite documents with the Stock Exchanges, Registrar of Companies and/ or such other authorities as may be necessary for the purpose, to resolve and settle

any questions and difficulties that may arise in respect of change of deployment of funds raised for the object of issue and utilization of issue proceeds as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Ashok Gupta, Executive Chairman and Mr. Vikas Chandra, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date."

By order of the Board
For Optiemus Infracom Limited

Vikas Chandra
Company Secretary & Compliance Officer
M. No.: 22263

Date: August 28, 2025
Place: Noida (U.P.)

NOTES:

1. Pursuant to the Circular No. 09/2024 dated September 19, 2024 read with Circular Nos.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 and 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (herein collectively referred to as "**MCA Circulars**") and SEBI Circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133** dated October 03, 2024 (hereinafter referred to as "**SEBI Circular**") physical attendance of the Members at the Annual General Meeting **("AGM")** venue is not required and AGM can be held through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"). Hence, the 32nd AGM of the Company is being held through VC/ OAVM and Members can attend and participate therein through VC/ OAVM. The deemed venue for this AGM will be the Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024.
2. Pursuant to the provisions of the Companies Act, 2013 **("the Act")**, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not to be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, 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.
3. **Dispatch of Annual Report and Notice of AGM through electronic mode**

   In compliance with MCA and SEBI Circulars, Notice of the 32nd AGM forming part of the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are 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 29, 2025, unless any Member has requested for a physical copy of the same.

Further, in compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / RTA / Depositories.

Members may please note that the Notice and Annual Report 2024-25 are available on the Company's website at www.optiemus.com under the Investor Relations' Section and can also be accessed from the relevant section of 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.

4. 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, Notices and Circulars etc. from the Company electronically.

5. Since this AGM will be held through VC / OAVM, the route map of the venue of this Meeting is not annexed hereto.

6. Body Corporate/Institutional Members/Corporate Members (other than individuals, HUFs, NRI etc.) intending to authorize their 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 their behalf. The said Resolution to be sent to the Scrutinizer through an e-mail to skbatrapcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Body Corporate/ Institutional Members/Corporate Members shall also upload their Board Resolution/Power of Attorney etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Explanatory Statement setting out the material facts, pursuant to Section 102(1) of the Act, Listing Regulations and applicable Secretarial Standards, in respect of Special Business as set out under Item No. 3 to 7 of the Notice is annexed hereto**.**

9. In respect of Item No. 2 to 5, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed hereto as **Annexure–I** as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

10. Additional information as required pursuant to the provisions of Schedule V of the Act in respect of Item No. 3 of the notice is annexed hereto as **Annexure–II**.

11. Details in respect of appointment of Secretarial Auditors in terms of Regulation 36(5) of the Listing Regulations in respect of special business set out in the Notice under Item No. 6 to be transacted at the AGM is given under explanatory statement.

12. 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 shall be made available for inspection electronically by the members during the 32nd AGM.

    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 dispatch of notice till the conclusion of AGM, in accordance with the applicable statutory requirements.

Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@optiemus.com and cs.vikas@optiemus.com.

13. Members may please note that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).

14. 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 cs.vikas@optiemus.com, at least 10 days before the AGM, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No., so that the information is made available by the management at the day of the meeting.

15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified from time to time.

16. Members are requested to update / notify immediately, any change in their address, bank mandates to their respective Depository Participant with whom they are maintaining their demat accounts or to the Company's RTA at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.

17. SEBI vide its Circular dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios, whereas the provisions relating to freezing of folios upon non-submission of any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities, has been done away.

    Further, any service requests or complaint received from any member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

    In this regard, SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC, nomination details or any change/ updation thereof.

    Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate 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 make service requests by submitting a duly filed and signed Form ISR-4 to dematerialize the shares held by them in physical form.

    Relevant details and forms prescribed by SEBI, in this regard are available on the website of the Company at www.optiemus.com under Share Registration Section under Investor Relations at *https://www.optiemus.com/shareregistration.html*. Members are requested to kindly take note of the same and update their particulars timely.

18. In terms of Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form. Further, transmission and transposition can only be affected in dematerialized form. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialized form. Transfers of equity shares in electronic form are effected through the depository system with no involvement of the Company. Hence, members are requested to dematerialize their shares, if held in physical form.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has introduced **a special 6-month window from July 07, 2025 to January 06, 2026** for investors whose physical share transfer requests (submitted before April 01, 2019) were rejected or returned due to documentation issues. Under this new window, such investors can now re-submit their old transfer requests but shares will be transferred only in demat form, not in physical mode. Members are requested to kindly re-lodge their pending transfer requests during this special window.

19. Pursuant to Section 72 of the Act and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website at *https://www.optiemus.com/shareregistration.html*. Members are requested to submit the said details to their DP, in case the shares are held by them in dematerialized form and to RTA, in case the shares are held in physical form, quoting their folio number.
20. SEBI vide its Circular dated June 10, 2024, mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/ Company.
21. 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 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. In view of this, Members are requested to claim their dividend from the Company.
22. SEBI vide Circular No(s). 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-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common **Online Dispute Resolution Portal** ("ODR Portal") to raise 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 can initiate dispute resolution through the 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*.
23. 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.
24. **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 Listing Regulations and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members 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. Tuesday, September 23, 2025, 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. Tuesday, September 23, 2025, 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 Saturday, September 27, 2025 at 9:00 A.M. (IST) and end on Monday, September 29, 2025 at 5:00 P.M. (IST). During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, September 23, 2025 (cut-off date), may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.

Those members, who shall 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, the members 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. Tuesday, September 23, 2025 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 Saturday, September 27, 2025 at 9:00 A.M. (IST) and will end on Monday, September 29, 2025 at 5:00 P.M. (IST). During this period, shareholders of the Company as on the cut-off date (record date) i.e. Tuesday, September 23, 2025, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 abovesaid 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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit CDSL website at www.cdslindia.com and click on Login icon and 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.

Type of shareholders	Login Method
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 . 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.co.in 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 **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) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) 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: cs.vikas@optiemus.com, and 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(s) (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhar Card) by an e-mail to the RTA at their e-mail ID: 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, Sr. Manager, 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 e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
3. The Members can join the AGM in the VC/OAVM mode 30 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 advised 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. Members 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 and cs.vikas@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 and cs.vikas@optiemus.com.These queries will be replied to by the Company suitably by e-mail.

9. Those members 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 23, 2025 may follow the same instructions as mentioned above for e-Voting.

(xix) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

(xx) 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.

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 to 7 of the accompanying Notice as required under Section 102 of the Companies Act, 2013 **("the Act"):**

ITEM NO. 3:

At the 29th Annual General Meeting of the Company held on September 29, 2022, the Members had approved re-appointment of Mr. Ashok Gupta as a Whole-time Director, designated as Executive Chairman of the Company, for a period of 3 (Three) consecutive years i.e. from April 01, 2023 till March 31, 2026 (both days inclusive) pursuant to the provisions of the Act. Accordingly, his term as a Whole-time Director will expire on March 31, 2026.

Therefore, the Nomination and Remuneration Committee **("NRC")** after taking into account the performance evaluation report of Mr. Ashok Gupta and considering his immense knowledge, skills, expertise, substantial contribution, the rich & varied experience in the industry and his involvement in the operations of the Company, at its meeting held on August 28, 2025, had recommended to the Board, his re-appointment as a Whole-time Director and designated as Executive Chairman for a further term of 3 (Three) years w.e.f. April 01, 2026 to March 31, 2029.

Brief profile of Mr. Ashok Gupta and other requisite details as required under Regulation 36(3) of the 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.**

Further, although the Company has earned profits in the preceding financial years and is expected to continue to operate profitably. However, pursuant to the provisions of Section 197 read with Schedule V of the Act, in the event of absence and/or inadequacy of profits (calculated under Section 198 of the Act) in any financial year during the next tenure of Mr. Ashok Gupta as a Whole-time Director, the Company may pay remuneration to him in excess of the limits as specified in Schedule V, upon receipt of the approval of members by way of a Special Resolution.

Also, Mr. Ashok Gupta, if re-appointed, for a further term of 3 (Three) years, will attain the age of 70 years on December 22, 2028, which falls before the end of his proposed next term of re-appointment i.e. before March 31, 2029.

Section 196(3) and Part I of Schedule V of the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as executive director unless it is approved by the members by passing a special resolution.

Therefore, based upon the recommendations of NRC, the Board, considering Mr. Gupta's knowledge, skills, expertise, rich experience and his involvement in the operations of the Company, is of the view that the Company has grown extensively under the guidance of Mr. Ashok Gupta and that he possesses the necessary expertise & experience to accelerate the Company's operations & achieve its vision and it would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint him as a Whole-time Director (designated as Executive Chairman) of the Company.

The Board also considered that he fulfils the conditions specified in the Act and rules made thereunder for his re-appointment, therefore, the Board, at its meeting held on August 28, 2025, approved the re-appointment of Mr. Ashok Gupta for a further term of 3 (Three) years commencing from April 01, 2026 to March 31, 2029 at such remuneration as proposed under Item no. 3 of the Notice and continuation of his term of office as a Whole-time Director, even after attaining the age of 70 years.

The Board also considered that the re-appointment of Mr. Ashok Gupta and remuneration payable to him commensurate with his duties and responsibilities as Whole-time Director, designated as Executive Chairman of the Company.

In this regard, the Company has received from Mr. Ashok Gupta his consent in writing to act as a Director and a declaration that he is not disqualified in terms of Section 164 of the Act. Also, the Company has received a declaration from him confirming that he satisfies the conditions set out under Section 196 (3) and in Part-I of Schedule V of the Act, for being eligible for his re-appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ashok Gupta under Section 190 of the Act.

In respect of re-appointment of Mr. Gupta, the Company has received a notice in writing from a member proposing the candidature of Mr. Gupta for the office of Director, in accordance with Section 160 of the Act and rules made thereunder.

Therefore, as per the said provisions, approval of the members by way of passing a special resolution is being sought for the resolution proposed under Item no. 3 of the Notice.

The information as required to be disclosed as per the provisions of Schedule V of the Act is given under **Annexure-II** of the Notice.

The Board recommends the Special Resolution set out under Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Ashok Gupta & Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest in the Company for Item No. 3, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO. 4:

At the 28th Annual General Meeting of the Company held on September 29, 2021, the Members had approved the appointment of Ms. Ritu Goyal as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from April 01, 2021 upto March 31, 2026 (both days inclusive) pursuant to the provisions of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, her first term as an Independent Director of Company will expire on March 31, 2026.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Therefore, the Nomination and Remuneration Committee ("NRC") of the Board of Directors at its meeting held on August 28, 2025, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Ms. Ritu Goyal, has recommended to the Board, her re-appointment as an Independent Director for a second term.

Brief profile of Ms. Ritu Goyal and other requisite details as required under Regulation 36(3) of the 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.**

Ms. Ritu Goyal has provided her consent to act as a Director and confirmed the fact that she is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has also received a declaration from Ms. Goyal, that she

meets the criteria of independence as prescribed, under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Ms. Goyal has also confirmed that she has complied with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In connection with the above appointment, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company from a Member, proposing the candidature of Ms. Ritu Goyal for the office of the Director.

In the opinion of the Board, Ms. Goyal possess the identified core skills, expertise and competencies fundamental for effective functioning of role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Further, she fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for her re-appointment as a Non-Executive Independent Director of the Company. Also, Ms. Goyal is independent of the management.

Considering the contributions made by Ms. Ritu Goyal during her tenure and based upon the recommendations of NRC and subject to the approval of Members, the Board, at its meeting held on August 28, 2025, has approved the re-appointment of Ms. Ritu Goyal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031.

In accordance with the provisions of Section 149(10) of the Act read with Schedule IV and Regulation 25(2A) of Listing Regulations, re-appointment of Independent Director requires the approval of Members by way of a special resolution. Accordingly, prior approval of Members of the Company is being sought by way of a special resolution for the re-appointment of Ms. Ritu Goyal as an Independent Director for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031.

In line with the Company's Nomination and Remuneration Policy, Ms. Ritu Goyal will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses relating to meeting, if any, pursuant to the provisions of applicable laws.

The draft terms and conditions of appointment of Independent Directors is placed on the Company's website and is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 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 Ms. Ritu Goyal and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO. 5:

The members are informed that the second term of Mr. Naresh Kumar Jain as an Independent Director of the Company will expire on October 27, 2025. Therefore, to comply with the requirement of minimum number of Non-Executive / Independent Directors on the Board as per the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is required to appoint a Non-Executive Independent Director in place of Mr. Naresh Kumar Jain.

Therefore, the Nomination and Remuneration Committee ("NRC") at its meeting held on August 28, 2025, after considering the professional background, qualifications, knowledge, skills, expertise and capabilities required for the role of Independent Director, has recommended to the Board, the appointment of Mr.

Vishal Rajpal (DIN: 00864403) as an Independent Director for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

Brief profile of Mr. Vishal Rajpal and other requisite details as required under Regulation 36(3) of the 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. Vishal Rajpal has provided his consent to act as a Director and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has also received declaration from Mr. Vishal Rajpal that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mr. Vishal has also confirmed that he has complied with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In connection with the above, a notice in writing in the prescribed manner as required by Section 160 of the Act and Rules framed thereunder, has been received by the Company from a Member, proposing the candidature of Mr. Vishal Rajpal for the office of Director.

The Board is of the opinion that Mr. Rajpal possess the identified core skills, expertise and competencies fundamental for effective functioning of role as an Independent Director of the Company and his association would be of immense benefit to the Company. Further, he fulfils the conditions specified in the Act, rules thereunder and Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Accordingly, on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on August 28, 2025, has proposed the appointment of Mr. Vishal Rajpal as an Independent Director, for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028, for the approval of Members.

In accordance with the provisions of Section 149(10) of the Act read with Schedule IV and Regulation 25(2A) of Listing Regulations, appointment of Independent Director requires the approval of Members by way of special resolution. Accordingly, the prior approval of the Members of Company is being sought by way of a special resolution for the appointment of Mr. Vishal Rajpal as an Independent Director for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

In line with the Company's Nomination and Remuneration Policy, Mr. Vishal Rajpal will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses relating to meeting, if any, pursuant to the provisions of applicable laws.

The draft terms and conditions of appointment of Independent Directors is placed on the Company's website and is available for inspection by the members.

The Board recommends the Special Resolution as set out at Item No. 5 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, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6:

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity shall appoint or re-appoint Secretarial Auditor with the approval of its shareholders at its Annual General Meeting.

Accordingly, in terms of the aforesaid requirement, based upon the recommendations of the Audit Committee and subject to the approval of the Shareholders, the Board of Directors of the Company, at its meeting held on May 26, 2025, has approved the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries (Peer Reviewed Unit UIN No.: S2008DE794900), as the Secretarial Auditors of Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26 to 2029-30, at a fees of Rs.1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus taxes, excluding certification fees, in respect of Secretarial Audit to be undertaken for the F.Y. 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board.

M/s. S.K. Batra & Associates (a Peer Reviewed Firm) is a well-known firm of Practicing Company Secretaries founded in 2008 and based at New Delhi. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm has over 16 years of experience and is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, Secretarial Compliances, Mergers and Amalgamations, Corporate Restructuring, Intellectual Property Rights, Valuation, Compliance & Assurance Services and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency to various prominent companies.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the Listing Regulations and Section 204 of the Act and the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of this Notice for appointment of M/s. S.K. Batra & Associates as Secretarial Auditors of the Company for a period of 5 (Five) years.

The Board recommends the Ordinary Resolution set out at Item No. 6 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, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

ITEM NO. 7:

The Special Resolution specified under Item No. 7 of the Notice has been proposed pursuant to the modification required in the deployment of funds, raised through preferential issue of 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants **("Warrants")** of face value of Rs. 10/- each at an issue price of Rs. 672.25/- each, aggregating to Rs. 2,96,36,81,350/- (Rupees Two Hundred Ninety-Six Crore Thirty Six Lakh Eighty One Thousand Three Hundred and Fifty Only) ("**Preferential Issue**"), for the objects stated in the Notice of EGM. Pursuant to the approval of the Board of Directors at its meeting held on December 12, 2024 and subsequent approval of the shareholders obtained in the Extra-Ordinary General Meeting held on January 04, 2025, convened pursuant to the Notice dated December 12, 2024 **("Notice of EGM")**, the Company has alloted the aforesaid Equity Shares and Warrants on February 08, 2025, in accordance with the applicable provisions of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Further, the aforesaid proposal for the modification in the deployment of funds, raised through preferential issue for the objects stated in the Notice of EGM, has been approved by the Board of Directors **("Board")** at their meeting held on August 28, 2025.

As per the approval granted by the members of the Company in the EGM, the objects of the issue, i.e., utilization of the proceeds raised through the preferential issue, were the following:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
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;	6,846.10	On or before March 31, 2027
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;	5,186.44	On or before March 31, 2027
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;	1,867.12	On or before March 31, 2027
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;	6,846.10	On or before March 31, 2027
5	To meet working capital requirements of the Company;	1,481.84	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	On or before December 31, 2026
Total		**29,636.81**	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- *All decimals have been rounded off to two decimal points.*
- *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, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.*

Note: The Company proposed the Preferential Issue of 21,85,884 Equity Shares and 42,76,106 Fully Convertible Warrants, aggregating to an amount of Rs. 4,34,40,72,777.50/-. However, due to under subscription for warrants and equity shares, the actual allotment was made for 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/-, on February 08, 2025. Consequently, the allocated amount towards each object was proportionately reduced.

Upon review of actual implementation and evolving strategic priorities, the Board, at its meeting held on August 28, 2025, re-assessed the deployment of funds and recommends reallocation of proceeds for more efficient capital utilization. The key changes are **reduction in funds allocated to Objects 1,3 and 4** and a corresponding **increase in allocation towards the Company's working capital requirements (Object 5)**.

The Board believes that this revised allocation will enable better utilization of available funds, strengthen the Company's financial flexibility, support immediate operational requirements and remain aligned with the Company's evolving business strategy.

The proposed modified object-wise allocation is given below:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
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;	3,870.00	On or before March 31, 2027
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;	5,186.44	On or before March 31, 2027
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;	800.00	On or before March 31, 2027
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;	5,800.70	On or before March 31, 2027
5	To meet working capital requirements of the Company;	6,570.47	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	On or before December 31, 2026
Total		**29,636.81**	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated timeline.

Note:

- *All decimals have been rounded off to two decimal points.*
- *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, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.*

None of the Directors/ Key Managerial Personnel ("KMP") of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item No. 7 of this Notice for the modification in the deployment of funds, raised through preferential issue for the objects stated in the Notice, by way of Special Resolution.

Annexure–I

Details of Directors seeking appointment / re-appointment at this Annual General Meeting
(In respect of Item No. 2 to 5)

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

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
DIN	00277434	05180676	00864403
Designation and Category of Director	Executive Chairman and Whole-time Director (Executive Director)	Independent Director (Non-Executive)	Independent Director (Non-Executive)
Nationality	Indian	Indian	Indian
Age	66 Years	39 Years	48 Years
Date of first appointment on the Board	January 05, 2009	April 01, 2021	Not Applicable
Qualification and Experience / Brief resume	Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 45 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 38 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 sectors, 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 making India the global leader in electronics manufacturing and trading.	Ms. Ritu Goyal is a lawyer by profession and a Fellow Member of the Institute of Company Secretaries of India. She has rich experience of more than 17 years in Corporate Litigation, Civil Litigation, Contract Management, Intellectual Property Rights, Corporate Governance, Restructuring, Compliance, Finance, Marketing & Branding etc. She is accredited for her excellent communication skills of speaking in public at large and Liaisoning with top management of big corporate houses, government and semi government authorities. She is a regular speaker on various capacity building, self-awareness and legal topics at various Multi-National Companies, Professional Institutes, Law Colleges and other Institutes. She is also a partner of M/s. Naks & Partners, Multifaceted International Law Firm, and responsible for Corporate Litigation, Contract Management, Compliance Management, Corporate Finance and Civil Litigation.	Mr. Vishal Rajpal is a Fellow Chartered Accountant (FCA) and a dynamic and results driven finance professional with over 22 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 like superhead strategic investments, capital restructuring, developed project finance structures.

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
		She has been appointed as a member of various committees across big corporates including Internal Complaint Committee formed under Prevention of Sexual Harassment laws for women. Her contributions have earned her several accolades, including being named among the "10 Powerful Women Lawyers" by *Insight Success* (2018), "25 Most Influential Women to Watch" by *Entrepreneur Insights* (2022), and the "Rising Star Award" by Achromic Point (2023). She is associated with various Non-Profit Organisations working for the upliftment of poor and needy people and a member of various clubs engaged in entertainment and knowledge sharing activities at large.	His core passion lies in corporate governance, where he continues to advise companies for 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 into providing financial and management consultancy services. He is a founder Trustee of Chamber of Progressive Residents Trust (CPRT) - Focused on citizen empowerment through access to public schemes.
Expertise in specific functional areas	Mr. Ashok Gupta possesses expertise in Leadership and Management Skills, Corporate Governance, Stakeholders Relationship, Financial and Risk Management Expertise, Sales and Marketing, In-depth Knowledge of Telecom Sector, Technical planning and foreign alliances; Capital Market; Sustainability, ESG and Board Cohesion.	Ms. Ritu Goyal possesses expertise in Leadership Skills, Financial Expertise; Legal Matters, Securities Laws, Stakeholder Relationship, Marketing & Branding, Public Speaking & Legal Awareness, Women Empowerment, POSH Compliance, and Board Cohesions;	Mr. Vishal Rajpal possesses expertise in Leadership Skills, Financial and Risk Management Expertise, Banking, Capital Market, Securities Laws, and Board Cohesion.
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

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
Terms and conditions of appointment / re-appointment	On existing terms & conditions	On existing terms & conditions	As mentioned in the resolution set out at Item No.5 of the Notice
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)	6.60% (5,754,894 equity shares, held by his own)	NIL	NIL
Directorships held in other Companies as on date	**Other Companies:** 1. Param Exports and Construction Private Limited 2. Optiemus Electronics Limited 3. Optiemus Infracom (Singapore) Pte. Ltd. 4. My Mobile Infomedia Private Limited 5. Telemax Links India Private Limited 6. Besmarty Technologies Private Limited 7. Insat Exports Private Limited 8. G R A Enterprises Private Limited 9. GDN Enterprises Private Limited 10. Bharat Innovative Glass Technologies Private Limited 11. Optiemus Telecommunication Private Limited 12. Optiemus Unmanned Systems Private Limited	**Listed Companies:** 1. Skyweb Infotech Limited 2. A2Z Infra Engineering Limited **Other Companies:** 1. Avanirit Corporate Solutions Private Limited 2. GDN Enterprises Private Limited 3. Optiemus Electronics Limited	**Other Companies:** 1. Metro Plantations Private Limited 2. Maxsol Financial Consulting Private Limited

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
	13. Optiemus Vision Technology Private Limited 14. Optiemus Display Technology Private Limited 15. Optiemus Micro Electronics Private Limited		
Chairmanship/ Membership of the Committees of the Board across all other public Companies of which he/she is a Director as on date (excluding Foreign Companies)	**Listed Companies: Optiemus Infracom Limited** 1. Stakeholders Relationship Committee (Member) 2. Risk Management Committee (Chairman) 3. Operations & Administration Committee (Chairman) 4. Preferential Allotment Committee (Chairman) **Other Companies: Optiemus Electronics Limited** 1. Operations and Administration Committee (Chairman) **GDN Enterprises Private Limited** 1. Operations and Administration Committee (Chairman)	**Listed Companies: Optiemus Infracom Limited** 1. Stakeholders Relationship Committee (Chairperson) 2. Nomination and Remuneration Committee (Chairperson) **Skyweb Infotech Limited** 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) **A2Z Infra Engineering Limited** 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Chairperson)	None
Name of Listed companies from which the Director has resigned from the Directorship in the past three years	None	None	None

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)	Last Remuneration: Rs. 90 Lakhs per annum Proposed Remuneration: Rs. 90 Lakhs per annum	Last Remuneration: NIL Proposed Remuneration: NIL *(She 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: Not Applicable; 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)*
Inter-se relationships with Directors and Key Managerial Personnel ("KMP") of the Company	Mr. Ashok Gupta is father of Mr. Neetesh Gupta, Non-Executive Director of the Company. No relationship exist with any other Director and 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 2024-25	6 out of 6	6 out of 6	Not Applicable

OPTIEMUS INFRACOM LIMITED

Annexure-II

STATEMENT CONTAINING ADDITIONAL INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013

(In respect of Item No. 3 of the Notice)

I. GENERAL INFORMATION:

1. Nature of Industry

The Company was incorporated on 17th June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged into the business of trading of Telecommunication and allied products.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators:

The financial performance of the Company on standalone basis is as follows:

(INR in Lakhs)

Particulars	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
Total Revenue	59,153.05	64,442.53	59,727.15
Total Expenses	57,199.64	63,210.35	60,112.42
Profit before Exceptional & Extraordinary Items and Tax	3,269.51	3,568.50	4,265.06
Exceptional Items	-	-	-
Profit before tax	3,269.51	3,568.50	4,265.06
Profit after tax	2,224.04	2,503.30	3,480.25
Total Comprehensive Income	2,229.53	2,498.60	3,479.50
Earnings per equity share			
Basic	2.59	2.91	4.05
Diluted	2.58	2.91	4.04

5. Foreign Investments or collaborations, if any

During the F.Y. 2024-25, the Company has not made any foreign investment or collaborations. However, the Company has one overseas wholly owned subsidiary viz. Optiemus Infracom (Singapore) Pte. Ltd.

II. INFORMATION ABOUT APPOINTEE / MANAGERIAL PERSONNEL:

Mr. Ashok Gupta:

(a) Background Details, Job Profile & Suitability:

Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 45 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 38 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 sectors, 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 making India the global leader in electronics manufacturing and trading.

(b) Past Remuneration and remuneration proposed:

- **Past Remuneration:** Rs. 90 Lakhs (Rupees Ninety Lakhs) per annum plus other perquisites and allowances.
- **Proposed Remuneration:** Rs. 90 Lakhs (Rupees Ninety Lakhs) per annum plus other perquisites and allowances as set out under Item no. 3.

(c) Recognition or Awards: None

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, profile, knowledge, skills and responsibilities shouldered by Mr. Ashok Gupta, the remuneration proposed to be paid is commensurate with remuneration packages paid to similar senior level counterpart(s) in other Companies in the industry.

Hence, the proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.

(e) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Mr. Ashok Gupta is a Promoter of the Company. He also receives remuneration from the Company and holds 6.60% i.e. 57,54,894 Equity shares of the Company. Further, he is father of Mr. Neetesh Gupta, Non-Executive Director of the Company.

Apart from the above, Mr. Ashok Gupta has no pecuniary relationship with any other managerial personnel.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

Not Applicable, as the profits were adequate during the Financial Year 2024-25 and presently, the remuneration which is being paid to Mr. Ashok Gupta is within the limits specified under Section 197 of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement:**

   Not Applicable

3. **Expected increase in productivity and profits in measurable terms:**

   Not Applicable

IV. DISCLOSURES:

Requisite disclosure regarding remuneration, fixed components and performance linked incentives along with performance criteria, service contracts, notice period, severance fees, stock options etc. has been disclosed under the "Corporate Governance Report" attached to the Financial Statements of the Company and forming part of this Annual Report.

optiemus

OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086
Regd. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi - 110024
Ph.: 011-29840906
Corp. Office: D-348, Sector-63, Noida, U.P. - 201307
Ph.: 0120-2406450
Website: www.optiemus.com