



19th Annual Report | **2011-12**



**OPTIEMUS
INFRACOM
LIMITED**



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



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



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

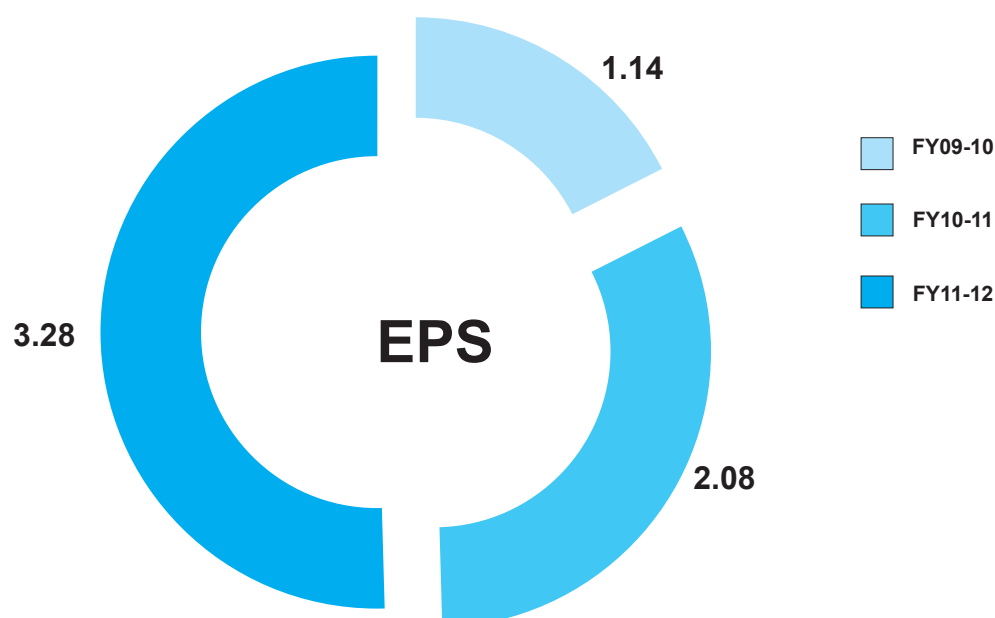
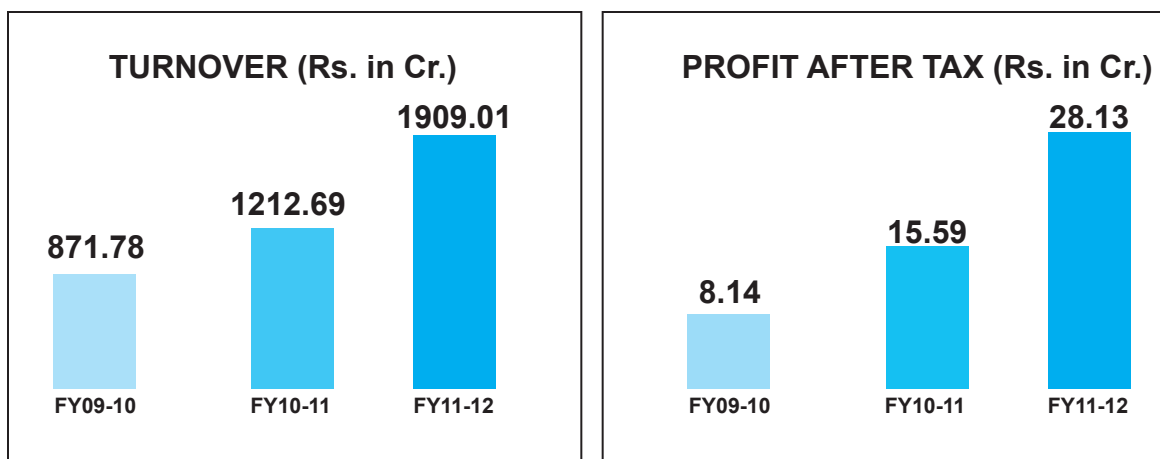
FINANCIAL HIGHLIGHTS

NET REVENUE
Rs. **1909.01**
CRORES

PROFIT AFTER TAX
Rs. **28.13**
CRORES

EARNING PER SHARE
Rs. **3.28**
(FACE VALUE Rs. 10/-)

FINANCIAL TRENDS



**CORPORATE INFORMATION****THE BOARD**

ASHOK GUPTA, Chairman & Managing Director

HARDIP SINGH, Executive Director

PARUL RAI, Executive Director

MANOJ JAIN, Non-Executive Director

LALIET GUPTA, Non-Executive Director

GAUTAM KANJILAL, Non-Executive Director

COMPANY SECRETARY

VIKAS CHANDRA

CHIEF FINANCIAL OFFICER

PARVEEN SHARMA

AUDITORS

RMA & Associates

Chartered Accountants

48, 1st Floor, Hasan Pur,

I.P. Extension, Delhi - 110092

BANKERS

Indusind Bank Limited

State Bank of India

Standard Chartered Bank

Axis Bank Limited

REGISTERED & CORPORATE OFFICE

K-20, 2nd Floor, Lajpat Nagar Part-II,

New Delhi- 110 024

Ph. No.: 011-29840905, Fax: 011-29840908

Website: www.optiemus.com

E-mail : info@optiemus.com

TRANSFER AGENT

BEETAL Financial & Computer Services (P) LTD.

Beetal House, 3rd Floor, 99 Madangir,

Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir,

New Delhi - 110062

Phone: +91-11-2996 1281(Six Lines),

Fax: +91-11-29961284

Email: beetal@beetalfinancial.com

COMMITTEES OF BOARD

Audit Committee

Investors/Shareholders Grievances Committee

Share Transfer Committee

CONTENTS

Chairman's Message.....	4
Director's Report	5-8
Management Discussion & Analysis Report.....	9-10
Corporate Governance Report	11-18
Standalone Financial Statements	
Auditors' Report.....	19-23
Balance Sheet	24
Profit & Loss Account	25
Cash Flow Statement	26
Notes forming part of	
Balance Sheet and Profit & Loss Account	27-46
Consolidated Financial Statements	
Auditors' Report.....	47-48
Balance Sheet	49
Profit & Loss Account	50
Cash Flow Statement	51
Notes forming part of	
Balance Sheet and Profit & Loss Account	52-66
Notice of the Meeting.....	67-70

CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

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

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

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

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

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

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

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

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

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

Sincerely

Ashok Gupta

Chairman & Managing Director



DIRECTORS' REPORT

Dear Members

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

FINANCIAL RESULTS

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

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

OPERATIONS

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

DIVIDEND

The Board is of the view that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2011-12.

PUBLIC DEPOSITS

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

ACQUISITION OF AUCTIONED COMMERCIAL PROPERTY IN NOIDA

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

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

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

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

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

INCREASE IN BORROWING POWER OF THE COMPANY

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

CHANGE IN REGISTERED OFFICE OF THE COMPANY

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

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

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

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

SUBSIDIARY (S)

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

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

DIRECTORS

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

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

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

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

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

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

The Board took note of the same.

AUDITORS AND THEIR REPORT

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

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

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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



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

Foreign Exchange Earning: Rs. 116,937.00

Foreign Exchange outgo: Rs. 193,980.00

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

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

ACKNOWLEDGEMENT

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

On behalf of the Board of Directors

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

Place : New Delhi

Date : September 01, 2012

(Ashok Gupta)

Chairman

Annexure to the Director' Report

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

Employed for the financial year 2011-2012

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