

25TH ANNUAL REPORT 2017-18

OPTIEMUS INFRACOM LIMITED

Manufacturing | Distribution | Retail | Accessories | After Sales

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ashok Gupta, Executive Chairman
Hardip Singh, Whole Time Director
Renu Gupta, Non-Executive Director
Tejendra Pal Singh Josen, Independent Director
Gautam Kanjilal, Independent Director
Charan Singh Gupta, Independent Director
Naresh Kumar Jain, Independent Director

KEY MANAGERIAL PERSONNEL

Hardip Singh, Whole Time Director
Vikas Chandra, Company Secretary & Compliance Officer
Anoop Singhal, Chief Financial Officer

AUDITORS

Mukesh Raj & Co.
Chartered Accountants
C-63, First Floor, Preet Vihar,
New Delhi-110092

BANKERS

Indusind Bank Limited
Tata Capital Financial Services Limited
State Bank of India

REGISTERED OFFICE

K-20, 2nd Floor, Lajpat Nagar - Part-2,
New Delhi-110 024
Ph. No.: 011-2984 0906, Fax: 011-2984 0908
Website: www.optiemus.com
E-mail: info@optiemus.com
CIN: L64200DL1993PLC054086

CORPORATE OFFICE

Plot No. 2A, First Floor, Wing A,
Sector-126, Noida-201301 (U.P.)
Ph. No. : 0120-672 1900

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110 062
Phone: +91-11-2996 1281/82/83
Fax: +91-11-2996 1284
Email: beetal@beetalfinancial.com

COMMITTEES OF BOARD

Audit Committee
Corporate Social Responsibility Committee
Nomination & Remuneration Committee
Stakeholder Relationship Committee
Internal Complaints Committee
Operations & Administration Committee

LISTED AT

BSE
NSE

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CHAIRMAN'S MESSAGE

Dear Fellow Members,

FY 2018 has been a year of transformation for Telecom Sector. World is changing faster and the Rapid upheaval of technology and storming fast internet has led to enormous growth in the number of smartphone users in India to such extend that it has become second largest smartphone market in the world. The strong and rapid growth of the smartphone market has been made possible by several liberal policies of the Indian government, along with huge consumer demand. Your Company has always been upbeat and swift in understanding the needs of changing market and responding to them.

Believing the strong hold of smartphone market in India and dominance of Android base platform, your Company signed an Exclusive licensing agreement with Blackberry, by virtue of which Optiemus qualified itself to design, sell, promote and provide customer support service for blackberry android based mobile devices in India, Sri Lanka, Nepal & Bangladesh. Under such Agreement, Company has launched four (4) blackberry devices, viz. *KEYone*, *Key2*, *Evolve* and *Evolve^x*.

Company's latest mobile phones, *BlackBerry Evolve* and *BlackBerry Evolve^x* bring together the power of Android & Security of BlackBerry, reinforcing OptiemusInfracom's commitment to deliver innovation-driven, power-packed smartphones to the Indian consumers. Your company is constantly working to make cutting-edge technology available to consumers at a competitive price point and expects to capture 10-12% market share of the Rs 25,000-45,000 smartphone segment.

The devices are being manufactured at world class manufacturing facility in Noida, which your company has set-up with Taiwan's leading Original Design Manufacturer (ODM), M/s Wistron Corporation which indeed underlines the Company's focus to '*Make in India*'.

Finally, I would like to take this opportunity to acknowledge the dedication and commitment of our board members, employees and other associates whose commitment and hard work helped deliver another successful year. I would also like to thank you our Shareholders for your continued support.

Thank You

Ashok Gupta
Executive Chairman

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Friday, the 28th Day of September, 2018 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standard ("Ind-AS") on Standalone and Consolidated basis, for the financial year ended 31st March, 2018 including the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Hardip Singh (DIN: 01071395), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Gautam Kanjilal (DIN: 03034033) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gautam Kanjilal (DIN: 03034033), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from 1st April, 2019 to 31st March, 2024."

4. To re-appoint Mr. Tejendra Pal Singh Josen (DIN: 02485388) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Tejendra Pal Singh Josen (DIN: 02485388), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from 1st April, 2019 to 31st March, 2024."

5. To re-appoint Mr. Charan Singh Gupta (DIN: 06744568) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Charan Singh Gupta (DIN: 06744568), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from 1st April, 2019 to 31st March, 2024."

**By order of the Board
For Optiemus Infracom Limited**

August 29, 2018
Place: Noida (U.P.)

**Vikas Chandra
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 3 - 5 to be transacted at the Annual General Meeting is annexed hereto.
2. In respect to Item No. 2, a statement giving additional information on the Directors re-appointment is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings.
3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed for the use of members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to 'Vikas Chandra, Company Secretary, Optiemus Infracom Limited, K-20, Second Floor, Lajpat Nagar Part – 2, New Delhi 110024' duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his identity at the time of attending the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.**
4. Corporate members intending to send their authorized representatives to attend the AGM, pursuant section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Members/proxies/authorised representatives are requested to bring duly filled Attendance Slip, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN card/passport/AADHAAR card/ driving license etc.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at its Registered office any time between 10:00 a.m. and 5:00 p.m. provided that not less than three days' notice in writing is given to the Company.
7. Statutory Registers including but not limited to the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting till the conclusion of Meeting.
8. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered office address or by sending an Email to info@optiemus.com.
9. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) during Business hours, up to the date of Annual general Meeting.
10. 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 being maintained by RTA will be entitled to vote.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
12. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits Companies to send soft copies of the annual report to all those shareholders who have registered their email address with the Company/RTA/depository Participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their email address with the

Company/RTA/Depository Participants. Accordingly, the Annual Report for 2017-18, Notice for annual general meeting and Attendance Slips are being sent in electronic mode to those shareholders who have registered their email address with the Company/RTA/Depository Participant. For those shareholders who have not opted for the above, the same are being sent in physical form.

13. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their email address by sending the '*E-Communication Registration Form*' (as annexed to the notice) duly filled and signed, to the RTA of the Company at M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062.
14. **Pursuant to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, all the listed Companies are directed to record the PAN and BANK ACCOUNT details of all shareholders holding shares in physical mode through their Registrar and Share Transfer Agent ("RTA"). Accordingly, the Company has initiated steps and has sent initial letter along with KYC forms through its RTA to its shareholders holding shares in physical mode for registering their PAN and Bank Account details (including joint holders, if any). Reminder 1 of the same is also inclosed along with this report. The shareholders are requested to utilize this opportunity for updating PAN and/or Bank details with the RTA.**
15. SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 vide Gazette notification dated June 8, 2018 and mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. Therefore, members are advised to dematerialize shares held by them in physical form for effecting transfers in dematerialized form only post 5th December, 2018.
16. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. The separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this notice.**
17. **The E-voting shall commence on Tuesday, September 25, 2018 at 9:00 A.M. IST and shall remain open till Thursday, September 27, 2018 5:00 P.M. IST.**
18. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
19. Members/proxies/Authorized Representatives should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. No Attendance Sheets will be distributed at the meeting. Members are requested not to bring any article, briefcase, hand bag, carry bag etc., as the same will not be allowed to be taken inside the meeting place for security reasons. Further, the Company or any of its officials shall not be responsible for their articles, bags etc., being misplaced, stolen or damaged at the Meeting place.
20. Members may note that the Notice of 25th Annual General Meeting and the Annual Report will be available on the Company's website www.optiemus.com.
21. A Route map showing Directions to the venue of the 25th Annual General Meeting and nearby prominent landmark is given at the end of this notice.
22. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the Corporate Office of the Company Address at 'Vikas Chandra, Company Secretary, Optiemus Infracom limited, Plot No. 2A, First Floor, Sector 126, Noida, U.P. – 201 301.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Beetal.

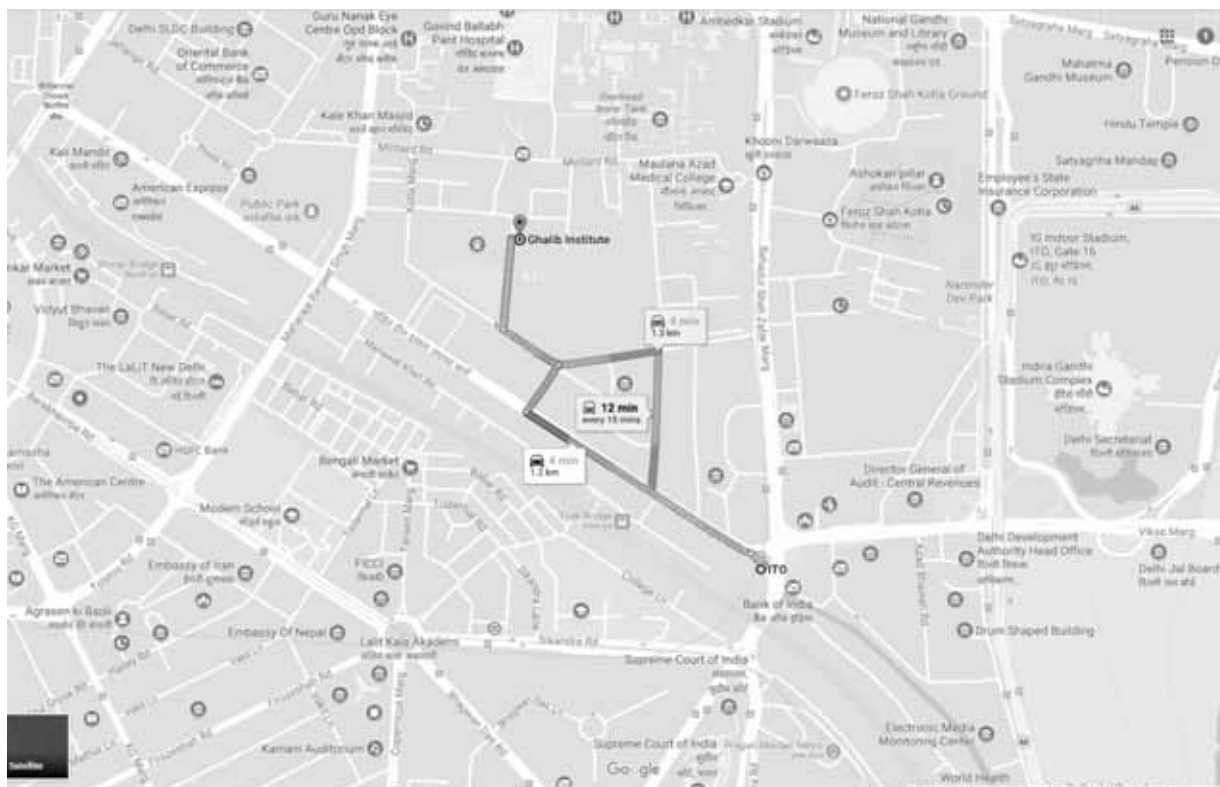
24. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request to the Registrar and Share Transfer Agent of the Company.
25. 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.

**By order of the Board
For Optiemus Infracom Limited**

August 29, 2018
Place: Noida (U.P.)

**Vikas Chandra
Company Secretary**

ROUTE MAP FOR ANNUAL GENERAL MEETING



Venue :

Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO,
New Delhi-110 002

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item Nos. 3 to 5 of the accompanying Notice.

Item No: 3

Mr. Gautam Kanjilal (DIN: 03034033) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 31st March, 2019 ("First Term").

The Board on the basis of performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers his background and experience and contributions made by him during his tenure, the continued association of Mr. Kanjilal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Gautam Kanjilal as an Independent Director of the Company, not liable to retire by rotation, for a second term of the 5(five) consecutive years with effect from 1st April, 2019, on the Board of the Company.

Mr. Gautam Kanjilal is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has given his consent to act as Independent Director.

The company has also received declaration from Mr. Kanjilal that he meets the criteria of Independence as prescribed both under Section 149(6) of the Companies Act, 2013 ("the Act") and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, in the opinion of the Board, Mr. Kanjilal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Details regarding profile of Mr. Kanjilal is given in Annexure-1 to the notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board or Committees thereof and reimbursement of expenses for participation in the Board.

Copy of the draft letter for appointment of Mr. Kanjilal as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in resolution no. 3 except Mr. Gautam Kanjilal himself and his relatives.

The Board recommends the Special Resolution set out at Item no. 3 of the Notice for the approval of the Members.

Item No: 4

Mr. Tejendra Pal Singh Josen (DIN: 02485388) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 31st March, 2019 ("First Term").

The Board on the basis of performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers his background and experience and contributions made by him during his tenure, the continued association of Mr. Josen would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Tejendra Pal Singh Josen as an Independent Director of the Company, not liable to retire by rotation, for a second term of the 5(five) consecutive years with effect from 1st April, 2019, on the Board of the Company.

Mr. Josen is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has given his consent to act as Independent Director.

The company has also received declaration from Mr. Josen that he meets the criteria of Independence as prescribed both under Section 149(6) of the Companies Act, 2013 ("the Act") and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, in the opinion of the Board, Mr. Josen fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Details regarding profile of Mr. Josen is given in Annexure-1 to the notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board or Committees thereof and reimbursement of expenses for participation in the Board.

Copy of the draft letter for appointment of Mr. Josen as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in resolution no. 4 except Mr. Tejendra Pal Singh Josen himself and his relatives.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for the approval of the Members.

Item No: 5

Mr. Charan Singh Gupta (DIN: 06744568) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 31st March, 2019 ("First Term").

The Board on the basis of performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers his background and experience and contributions made by him during his tenure, the continued association of Mr. Gupta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Charan Singh Gupta as an Independent Director of the Company, not liable to retire by rotation, for a second term of the 5(five) consecutive years with effect from 1st April, 2019, on the Board of the Company.

Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has given his consent to act as Independent Director.

The company has also received declaration from Mr. Charan Singh Gupta that he meets the criteria of Independence as prescribed both under Section 149(6) of the Companies Act, 2013 ("the Act") and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, in the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Details regarding profile of Mr. Gupta is given in Annexure-1 to the notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board or Committees thereof and reimbursement of expenses for participation in the Board.

Copy of the draft letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in resolution no. 5 except Mr. Charan Singh Gupta himself and his relatives.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for the approval of the Members.