



29TH
ANNUAL
REPORT
2021-22

OPTIPLUS INFRACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Gupta, Executive Chairman
***Mrs. Renu Gupta**, Non-Executive Director
Mr. Neetesh Gupta, Non-Executive Director
Mr. Tejendra Pal Singh Josen, Independent Director
Mr. Gautam Kanjilal, Independent Director
Mr. Charan Singh Gupta, Independent Director
Mr. Naresh Kumar Jain, Independent Director
Ms. Ritu Goyal, Independent Director

KEY MANAGERIAL PERSONNEL

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

STATUTORY AUDITORS

M/s. Mukesh Raj & Co.
Chartered Accountants
C-63, First Floor, Preet Vihar, New Delhi-110 092

REGISTERED OFFICE

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

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 1281/83
E-mail: beetal@beetalfinancial.com

BANKERS / FINANCIAL INSTITUTIONS

Indusind Bank Limited
Tata Capital Financial Services Limited

CORPORATE OFFICE

D-348, Sector-63, Noida,
Uttar Pradesh-201 307
Ph. No. : 0120-6870730

COMMITTEES OF BOARD

Audit Committee
Nomination and Remuneration Committee
Stakeholders Relationship Committee
Risk Management Committee
Operations & Administration Committee

LISTED AT

BSE Ltd.
National Stock Exchange of India Ltd.

**Resigned w.e.f. 29th August, 2022*

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CHAIRMAN'S MESSAGE

Dear Stakeholders,

I am pleased to share the 29th Annual Report of the Company "Optiemus Infracom Limited" for the financial year 2021-22.

During the first quarter of Financial Year 2021-22, just when the Indian economy seemed to be building momentum post the COVID-19 crisis, the devastating second wave of the pandemic disrupted this recovery. The situation started to improve from the second quarter with a steady decline in COVID-19 cases and a pickup in the pace of vaccination.

The International conflict i.e. Russia-Ukraine war also hit the global supply intensifying the volatility in commodity prices and creating market uncertainty.

Amidst all the disruption and economic fallout, there is an opportunity for India to acquire new overseas markets as companies across the world look to de-risk and diversify their supply chains or relocate their manufacturing hubs. We must all prepare to take a big step forward and have the courage to do things in a new way with renewed confidence.

To boost the country's manufacturing and attract large investments, the Government of India has introduced various Production Linked Incentive ("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 of India to certain consumer electronic devices to promote manufacturing across wearables, hearables and specific mobile phone components.

The Company's two wholly owned subsidiaries viz. Optiemus Electronics Limited ("OEL") and GDN Enterprises Private Limited ("GDN") have been selected under the Production Linked Incentive Schemes launched by the Ministry of Electronics & Information Technology and Department of Telecommunication, Ministry of Communications, respectively. OEL has been selected under 2 (Two) PLI Scheme i.e. for manufacturing of mobile phones and IT Hardware Products and GDN has been selected under 1 (One) PLI Scheme i.e. for manufacturing of Telecom and Networking Products.

OEL is ramping up the production of Hearable and Wearable in line with Hon'ble Prime Minister's vision and have been doing substantial investments to increase the capacity and backward integration. The management believes that it will create an operational synergy and cost optimization within the group in manufacturing segment.

I am also pleased to inform you that recently, the Company has repaid all its secured debts and became a debt-free Company. This measures would result into substantial saving in annual finance cost of the Company.

Promoter/Promoter Group got release of substantial quantity of Equity Shares (1.18 Cr.) from pledge held by the Bank.

Forbes India, a leading magazine, in its Manufacturing Special Edition of July 2022 released on July 04, 2022 has profiled Optiemus Group under the heading "Optimal Advantage" giving an edge to company's visibility to the market place.

I would like to express my gratitude to the Board members, employees, shareholders, customers, and other stakeholders for the support and continued faith in the Company. I will look forward to your guidance, as always, to take this Company to even greater heights.

Thanking You,

Ashok Gupta
Executive Chairman

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the 29th Annual Report on the business and operations of the Company along with the Audited Annual Accounts for the financial year ended March 31, 2022.

1. FINANCIAL SYNOPSIS:

Key aspects of Financial Performance of the Company for the year ended March 31, 2022 are tabulated below pursuant to the Companies (Accounts) Rules, 2014.

The consolidated performance of the Company and its subsidiaries has also been set out herein, and wherever required:

(INR in Lacs except EPS)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2022	Year ended 31.03.2021	Year ended 31.03.2022	Year ended 31.03.2021
Continuing Operations:				
Revenue from Operations	42,973	17,915	47,163	18,150
Total Expenses	44,708	28,266	50,196	29,046
Profit/Loss before Exceptional & Extraordinary Items, Share of Profit/Loss of Associate and Tax	2,577	(185)	558	(684)
Exceptional Items	-	-	-	-
Profit/Loss from Associates and Joint Venture	-	-	(89)	808
Profit/Loss Before Tax	2,577	(185)	469	124
Less: Tax Expense:				
(1) Current Tax	(817)	1,015	(817)	1,015
(2) Deferred Tax Credit	14	(1,325)	181	(1,259)
(3) Taxation Adjustment of previous year (net)	79	-	74	-
Profit/Loss after tax from continuing operations	1,853	(495)	(92)	(120)
Profit/Loss after tax from discontinuing operations	-	9,577	-	9,578
Total Profit/Loss for the year	1,853	9,083	(92)	9,458
Total Comprehensive Income	1,857	9,071	(88)	9,448
Earnings per equity share (Continued operations)	2.16	(0.59)	(0.10)	(0.15)
Earnings per equity share (Discontinued operations)	-	11.16	-	11.16

2. INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

The COVID-19 pandemic is redefining global health crisis in recent times and has spread rapidly across the globe. The bigger challenge is that it is not a mere health crisis and is having an unprecedented impact on Indian and global business environment. The physical and emotional wellbeing of employees continues to be a top priority for the Company and focused on minimizing disruption for supply of goods and services to the customers.

The Company has made an assessment of the impact of the continuing COVID-19 pandemic on its current and future operations, liquidity position and cash flow giving due consideration to the internal and external factors. The Company is continuously monitoring the situation and does not foresee any significant impact on its operations and the financials position as at March 31, 2022.

During the financial year 2021-22, the overall revenue from continuing operations increased by 139.88% from Rs. 17,915 Lacs (FY 2020-21) to Rs. 42,973 Lacs. As a result of increase in revenue, the profit of the Company increased from loss of Rs. 495 Lacs (FY 2020-21) to profit of Rs. 1,853 Lacs. Detailed information on state of affairs of the Company is given in Management Discussion and Analysis Report forming part of this report.

3. SUBSIDIARIES AND ASSOCIATE COMPANIES

Optiemus Electronics Limited have been ceased to be a joint venture and become a wholly owned subsidiary of the Company with effect from April 14, 2021. Also, GDN Enterprises Private Limited have become wholly owned subsidiary of the Company with effect from March 31, 2022.

Further, no company ceased to be subsidiary company during the financial year 2021-22.

As on March 31, 2022, the Company has 3 (Three) Wholly Owned Subsidiaries viz. Optiemus Infracom (Singapore) Pte Limited, GDN Enterprises Private Limited and Optiemus Electronics Limited, 2 (Two) Subsidiaries viz. FineMS Electronics Private Limited and Troosol Enterprises Private Limited and 1 (One) Associate Company viz. Teleecare Network India Private Limited.

As on March 31, 2022, the Company has no material subsidiary. The Policy for determining subsidiaries is hosted on the website of the Company under the web link <https://www.optiemus.com/policies.html>.

Further, in accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statement including all of its subsidiaries and associates which are forming part of this Annual Report.

A Report on Performance and Financial Position of each of the Subsidiaries and Associates Companies included in the Consolidated Financial Statement is presented in a separate section in this Annual Report. Please refer Form No. AOC-1 annexed as **Annexure-6** to this Report.

In terms of Section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been hosted on the Company's website under the web link <https://www.optiemus.com/annualreport.html>. Further, the annual accounts of each of the said subsidiary companies of the Company have also been hosted on the Company's website under the web link <https://www.optiemus.com/subsidiaries.html>.

4. TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2022.

5. DIVIDEND

The Board has not recommended any dividend payment for the financial year 2021-22. 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.html>.

6. DEPOSITS

During the year, the Company has not accepted any deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 and rules made thereunder.

7. CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year 2021-22.

8. MATERIAL CHANGES AND COMMITMENT

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

9. NOMINATION AND REMUNERATION POLICY

In adherence of Section 178(1) of the Companies Act, 2013, the Board of Directors of the Company has approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. Extract of Nomination and Remuneration Policy of the Company is given in **Annexure-1** and forms part of this Report. The Policy is also available on the website of the Company and can be accessed at the web link <https://www.optiemus.com/policies.html>.

10. ANNUAL RETURN

In terms of Section 92 and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year 2021-22 will be available on the website of the Company at <https://www.optiemus.com/annual-return.html> in due course.

11. NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2021-22, the Board of Directors duly met 5 (Five) times on June 30, 2021, August 12, 2021, November 13, 2021, December 17, 2021 and February 12, 2022.

During the year, the gap between two Board Meetings i.e. February 11, 2021 and June 30, 2021 exceeded from 120 days, which is in accordance with the relaxations given by the Ministry of Corporate Affairs and SEBI in view of outbreak of COVID-19. Detailed information on Board Meetings is given in Corporate Governance Report forming part of Annual Report.

Further, during the year, a separate meeting of the Independent Directors of the Company was held on March 28, 2022 to discuss and review the performance of all other Non-Independent Directors, Chairperson of the Company and the Board as a whole and for reviewing and assessing the matters as prescribed under Schedule IV of the Companies Act, 2013 and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance to clause (c) of sub section (3) of Section 134 of the Companies Act, 2013, to the best of their knowledge and belief, the Directors of your Company 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.

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

During the year, the Company has made investment in 43,93,986 equity shares of Optiemus Electronics Limited and 25,10,000 equity shares of GDN Enterprises Private Limited, detail of the same is given under Note No. 5(a) of the notes to standalone financial statements.

Further, pursuant to the provisions of Section 186 of the Companies Act, 2013, complete details of Investments made, Loans/securities and Guarantee given, falling under the provisions of Section 186 of the Companies Act, 2013, are given under Note No. 5a, 5b, 5c, 9a, 9e, and 32b of the notes to standalone financial statements.

14. RISK MANAGEMENT FRAMEWORK

The Company has taken necessary steps for risk management including identifying risk which may threaten the existence/ operations of the Company. The Board of Directors have also constituted a Risk Management Committee to oversee the Risk Management process.

In line with the SEBI Listing Regulations, the Company has set up a Risk Management Committee to monitor the risks and their mitigating actions. The details of Risk Management Committee are provided in the Corporate Governance Report.

15. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility ("CSR") Committee, but, the Company was not required to spend any amount towards CSR activities during the financial year 2021-22 as the average net profits of immediately three preceding financial years was negative.

As on March 31, 2022, the CSR Committee comprise of the following members, namely:

Name	Designation	Position
Mr. Naresh Kumar Jain	Independent Director	Chairman
Mr. Gautam Kanjilal	Independent Director	Member
Mr. Neetesh Gupta	Non-Executive Director	Member

16. DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM

Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter alia*, provides for the mandatory requirement for all listed companies to establish a mechanism called, 'Whistle Blower Policy' for directors and employees to report to the management, instances of unethical behavior, actual or suspected, fraud or violation of the company's, code of conduct.

In compliance of the above requirements, the Company has established Vigil (Whistle Blower) Mechanism and formulated a Policy which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the

Codes of Conduct or policy. The Vigil (Whistle Blower) 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 these concerns without fear of punishment or unfair treatment.

Further, your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Policy is hosted on the Company's website www.optiemus.com under the web link <https://www.optiemus.com/policies.html>.

17. DIRECTORS & KEY MANAGERIAL PERSONNEL

a. Induction, re-appointment and Resignation

- Ms. Ritu Goyal, who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from April 01, 2021 in terms of Section 161 of the Companies Act, 2013, was regularised and appointed as an Independent Director of the Company for a term of 5 (five) years commencing from April 01, 2021 to March 31, 2026 by the shareholders in the 28th Annual General Meeting of the Company held on September 29, 2021.
- In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least 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. Hence, this year, Mr. Neetesh Gupta (DIN: 00030782) retires from the Board by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.
- The term of 3 years of Mr. Ashok Gupta (DIN: 00277434), Whole-time Director, designated as Executive Chairman of the Company will be expired on March 31, 2023. Accordingly, based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its Meeting held on August 29, 2022, approved the re-appointment of Mr. Ashok Gupta, Whole-time Director, designated as Executive Chairman for a period of further 3 (Three) years with effect from April 01, 2023 to March 31, 2026 and recommended the same for the approval of shareholders in the ensuing Annual General Meeting.

The details of Directors being recommended for appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are contained in the Notice of ensuing Annual General Meeting of the Company. Appropriate resolutions seeking shareholders' approval for the appointment/re-appointment of Directors are included in the Notice of Annual General Meeting.

None of the Whole-Time Key Managerial Personnel (KMP) of the Company is holding office in any other Company as a Key Managerial Personnel.

Further, none of the Directors / KMP of the Company is disqualified under any of the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. 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 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, all the Independent Directors fulfill the conditions for appointment/ re-appointment as an Independent Directors on the Board. Further, in the opinion of the Board, all the Independent Directors also possess the attributes of integrity, expertise and

experience as required to be disclosed under Rule 8(5) (iii) (a) of the Companies (Accounts) Rules, 2014.

Pursuant to Ministry of Corporate Affairs' Notification No. G.S.R. 804(E) dated December 01, 2019 all the Independent Directors have registered themselves in the databank of Indian Institute of Corporate Affairs (IICA).

c. Inter-se relationship of Directors

Mr. Neetesh Gupta, Non-Executive Director and Mr. Ashok Gupta, Executive Chairman are inter-related, wherein Mr. Neetesh Gupta is son of Mr. Ashok Gupta. No relationship exist between other Directors/ KMP.

d. Selection and Appointment of Directors

The charter of Nomination and Remuneration Committee of the Board empowers it to review the structure, size, composition, and diversity of the Board, evaluation of existing skills, defining gaps and making necessary recommendations to the Board.

e. Board Evaluation

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Annual Report to disclose the manner in which formal annual evaluation of the Board, its Committee and individual Directors is done and evaluation criteria thereof. Performance evaluation criteria for Board, Committees of the Board and Directors are placed on the Company's website www.optiemus.com under the web link <https://www.optiemus.com/policies.html> as a part of Company's Nomination & Remuneration Committee Policy.

Manner in which said evaluation was made by the Board is given below:

- Based on the criteria, a structured questionnaire was prepared after taking into consideration *inter-alia* the inputs received from the Directors (except for the director being evaluated) for the year under review. The structured questionnaire covered various aspects of the Board's functioning such as strategic alignment and direction, engagement alignment, composition and structure, dynamics and culture, ethical leadership and corporate citizenship, support to the Board, Committees evaluation and self-evaluation etc.
- The ratings for Non-Independent Directors were given by the Independent Directors at a separate meeting convened by them. The ratings for Independent Directors were given by all the Directors excluding the Independent Director being evaluated. The evaluation for performance of Committees was given by the entire Board.
- A consolidated summary of the ratings given by each of the directors was then prepared separately for Independent & Non-Independent Directors, based on which a report on performance evaluation was prepared in respect of the performance of the Board, Directors individually and Committee(s).
- The report on performance evaluation of Non Independent Directors so arrived at was then noted and discussed by the Nomination and Remuneration Committee.

The performance evaluation of Individual Directors including Chairman of the Board was done in accordance with the provisions of the Companies Act, 2013 and Listing Regulations and also based on the structured questionnaire mentioned above.

f. Familiarization programme for Independent Directors

SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and the applicable provisions of Companies Act, 2013 requires conduction of familiarization programmes of the independent directors. On these lines, Board has always endeavored to keep Independent Directors updated about the latest happenings in the Company, Industry and legal framework, for which