



30TH

ANNUAL REPORT 2022-23



OPTIEMUS INFRACOM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Gupta, Executive Chairman
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 0906/07
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

CORPORATE OFFICE

D-348, Sector-63, Noida,
Uttar Pradesh-201 307
Ph. No. : 0120-2406450

COMMITTEES OF BOARD

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

LISTED AT

BSE Ltd.
National Stock Exchange of India Ltd.

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CHAIRMAN'S MESSAGE

Dear Stakeholders,

It is my pleasure to present the 30th Annual Report of the Company "Optiemos Infracom Limited" for the financial year 2022-23.

After three years of COVID-19 led disruptions, FY 2022-23 was a great year for the group. This year, we saw an encouraging start as the demand momentum continued from the previous year. We stayed focused on strengthening our organization's underlying capabilities to deliver higher growth in the future.

As we are aspiring for a bigger tomorrow, we will continue push, expand our boundaries and create new opportunities.

The Future is in India:

While the global economy is still uncertain, India has emerged as the world's fastest growing major economy. Electronics manufacturing has played a major role and will continue to do so. To boost the country's manufacturing and attract large investments, the Government of India introduced various Production Linked Incentive ("PLI") Schemes and other schemes like PMP (Phased Manufacturing Programme) for Hearable and Wearable category. These Schemes have been the driving force behind India's transformation into a global manufacturing hub.

Rapid expansion of competitive manufacturing at large scale landscape through localization and building a robust component ecosystem has played a pivotal role.

Concessions in customs duty are being given by the Government to certain consumer electronic devices to promote manufacturing across wearables, hearables and specific mobile phone components. This will continue in the future as well as the government is relentlessly pursuing \$300 billion Electronics manufacturing goal by 2025-26. India will soon be transformed completely into a global electronics manufacturing hub. With more global level manufacturing mandates coming into India, the future is in India.

The Company's wholly owned subsidiaries viz. Optiemos Electronics Limited ("OEL") and GDN Enterprises Private Limited ("GDN") are the beneficiaries of such PLI and PMP Schemes, where, OEL is engaged into manufacturing of mobile phones, hearable and wearable and IT Hardware Products; and GDN is engaged into manufacturing of Telecom and Networking Products.

The subsidiaries of the Company are currently well positioned player with market-ready capacities and capabilities to address the growing demand. We are committed to enhance our manufacturing capabilities and capacities to support our expanding operations.

During the F.Y. 2022-23, the Government of India has proposed to increase the financial outlay from INR 7350 crores to around INR 19000 crores under the PLI scheme of IT and Hardware along with increase in incentive rates. OEL is the approved applicant of such PLI Scheme.

I am also pleased to inform you that OEL has achieved a milestone of production of 1 Million Hearable/Wearable devices in a single month i.e. September 2022 under the 'Make in India programme' of our Hon'ble Prime Minister Shri Narendra Modi Ji and with introduction of the Phased Manufacturing Programme (PMP) in Hearable and Wearable announced in Budget 2022 effective from April 01, 2022. Our commitment to sustainable long-term growth is the foundation of our Company's strength.

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

We have successfully repaid all our debt and now stand as a debt-free company. This accomplishment has further strengthened our balance sheet on standalone basis, providing us with strategic flexibility and the ability to self-fund our capital expenditure and working capital requirements.

Further, the Board of Directors of the Company in its meeting held on 26th May, 2023 has declared an interim dividend of Rs. 1.50/- (15%) per Equity Share of Rs. 10/- each on the Equity Share Capital of the Company for the financial year 2022-23, which has been duly paid.

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 30th Annual Report on the business and operations of the Company along with the Audited Annual Accounts for the financial year ended March 31, 2023.

1. FINANCIAL SYNOPSIS:

Key aspects of Financial Performance of the Company for the year ended March 31, 2023 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 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
Revenue from operations	59,727.15	42,973.02	1,17,388.10	47,163.22
Total Expenses	60,112.42	44,707.90	1,16,787.30	50,196.30
Profit/Loss before Exceptional & Extraordinary Items, Share of Profit/Loss of Associate and Tax	4,265.06	2,577.01	6,005.52	558.39
Exceptional Items	-	-	-	-
Profit/Loss from Associates and Joint Venture	-	-	(691.68)	(89.07)
Profit/Loss Before Tax	4,265.06	2,577.01	5,313.84	469.33
Less: Tax Expense:				
(1) Current Tax	(307.77)	(816.97)	(307.77)	(816.98)
(2) Deferred Tax Credit	(754.99)	13.51	(1,096.38)	181.81
(3) Taxation Adjustment of previous year (net)	277.94	79.09	277.94	73.70
Total Profit/Loss for the year	3,480.25	1,852.64	4,187.63	(92.17)
Total Comprehensive Income	3,479.50	1,857.24	4,186.89	(87.56)
Earnings per equity share	4.05	2.16	4.88	(0.10)

2. INFORMATION ON STATE OF AFFAIRS OF THE COMPANY

Financial year 2022-23 was the first year post COVID-19 disruptions with a stable business environment. During the financial year 2022-23, the overall revenue from operations increased by 38.99% from Rs. 42,973.02 Lacs (FY 2021-22) to Rs. 59,727.15 Lacs. The profit of the Company also increased from Rs. 1857.24 Lacs (FY 2021-22) to Rs. 3,479.50 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

There is no company which has become or ceased to be subsidiary company during the financial year 2022-23.

As on March 31, 2023, 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, 2023, the Company has no material subsidiary. 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.

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 associate which are forming part of this Annual Report.

A Report on Performance and Financial Position of each of the Subsidiaries and Associate 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-1** 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

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

5. DIVIDEND

The Board of Directors of the Company in its meeting dated May 26, 2023 has declared an Interim Dividend of Rs. 1.50/- (15%) per Equity Share of Rs. 10/- each for the financial year 2022-23, which has been duly paid to those shareholders who hold shares of the Company as on record date i.e. 7th June, 2023.

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.

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

Considering the future business opportunities and for expansion of business base, the Board of Directors and Shareholders in their respective meeting held on August 29, 2022 and September 29, 2022 has accorded their approval for doing the following additional business activity and incorporated the same in object clause of Memorandum of Association of the Company:

"To carry on the business of buying, selling, reselling, import, export, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods including but not limited to, hearable, wearable, advance licensing, telecom equipment etc. on retail as well as on wholesale basis in India or elsewhere."

There was no other change in the nature of business of the Company during the financial year 2022-23.

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 to Section 178(1) of the Companies Act, 2013 and Regulation 19(4) read with Part D of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has approved a policy on Directors, Key Managerial Personnel and Senior Management Personnel's appointment and their 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-2** and forms part of this Report. The Policy is also available on the website of the Company and can be accessed under the web link [https://www.optiemus.com/policies/Nomination And Remuneration Policy.pdf](https://www.optiemus.com/policies/Nomination%20And%20Remuneration%20Policy.pdf).

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 2022-23 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 2022-23, the Board of Directors duly met 6 (Six) times on April 27, 2022, May 30, 2022, August 11, 2022, August 29, 2022, November 09, 2022 and February 13, 2023. Detailed information on Board Meetings is given in Corporate Governance Report forming part of this Annual Report.

Further, during the year, a separate meeting of the Independent Directors of the Company was held on February 13, 2023 to discuss and review the performance of all other Non-Independent Directors, Chairman 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

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(s). 5a, 5b, 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 Obligations and Disclosure Requirements) Regulations, 2015, 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 2022-23 as the average net profits of three immediately preceding financial years was negative.

As on March 31, 2023, 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, the Company hereby affirms that no Director/ Employee has 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 under the web link https://www.optiemus.com/policies/Vigil_Mechanism_Whistle_Blower_Policy.pdf.

17. DIRECTORS & KEY MANAGERIAL PERSONNEL

a. Induction, re-appointment and Resignation

During the year, the following changes took place in the composition of Directors and Key Managerial Personnel:

- Mrs. Renu Gupta, Non-Executive Director, has resigned from the post of Directorship of the Company with effect from the closure of business hours of August 29, 2022 due to her pre-occupation and commitments. The Board of Directors places on record their appreciation towards Mrs. Renu Gupta's contributions in the Company during her tenure.
- Mr. Ashok Gupta was re-appointed as a Whole-time Director, designated as Executive Chairman of the Company, for a period of further 3 (Three) years with effect from April 01, 2023 to March 31, 2026 by the shareholders of the Company in the 29th Annual General Meeting held on September 29, 2022.
- 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 at least one-third Directors shall retire at every Annual General Meeting. Hence, this year, Mr. Ashok Gupta (DIN: 00277434) retires from the Board by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

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 resolution seeking shareholders' approval for the re-appointment of Director is 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 Director 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 and all the Independent Directors are registered in the databank of Indian Institute of Corporate Affairs.

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 exists 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 ("Listing Regulations") 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 under the web link https://www.optiemus.com/policies/Nomination_And_Remuneration_Policy.pdf as a part of Company's Nomination & Remuneration 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 done 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 Requirements) Regulations, 2015 and the applicable provisions of Companies Act, 2013 requires conduction of familiarization programme 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 Periodic familiarization programme are conducted for the directors about nature of industry, business model, roles, rights, responsibilities of Independent Directors, update on amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, SEBI (Prohibition of Insider Trading) Regulations and Guidelines issued by SEBI regarding Board evaluation and its applicability to the Company etc.

18. PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure -3** forming part of this Annual Report.

19. IMPLEMENTATION OF CORPORATE ACTION

During the year under review, the Company has complied with the specified time limit for implementation of Corporate Action.