



**PROCEEDINGS OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, DECEMBER 8, 2017 AT 11:00 AM AT GHALIB INSTITUTE, SEMINAR HALL, AIWAN-E-GHALIB MARG, MATA SUNDRI LANE, ITO, NEW DELHI-110 002.**

The 24<sup>th</sup> Annual General Meeting of the Members of Optimus Infracom Limited was held on Friday, December 8, 2017 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002. Following officials of the Company were present at the meeting:

1. Mr. Hardip Singh, Whole Time Director
2. Mr. Gautam Kanjilal, Independent Director (*Chairman-Audit Committee*)
3. Mr. Tejendra Pal Singh Josen, Independent Director (*Chairman-Nomination & Remuneration Committee & Stakeholder Relationship Committee*)
4. Mr. Vikas Chandra, Company Secretary & Compliance Officer
5. Mr. Anoop Singhal, Chief Financial Officer
6. Mr. Mukesh Goel, Representative of Statutory Auditors Firm

Mr. Hardip Singh chaired the meeting and introduced the persons sitting on Dias. The requisite Quorum being present, the Chairman called the meeting to order. The chairman gave brief account of progress of the Company. The Notice convening the 24<sup>th</sup> Annual General Meeting together with Directors' Report and Auditors' Report were taken as read with the unanimous consent of the members present. Chairman was informed that the Company had provided the members the facility to cast vote electronically on the resolutions set forth in the notice. Members who were present at the Annual general meeting and had not cast their votes electronically through e-voting were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there will be no voting by show of hands. The members were informed of the appointment of Mr. Sumit Batra, Company Secretary in Practice & Proprietor of M/s S K Batra & Associates as the Scrutinizer for scrutinizing the E-Voting/Ballot at the AGM in a fair and efficient manner.

Clarifications were given by the management to the queries raised by the shareholders & thereafter the following items of Businesses were transacted thereto:

1. Adoption of Financial Statements of the Company along with the reports of the Board of Directors & the Auditors thereon and the Audited Consolidated Financial Statements as on March 31, 2017
2. Appointment of Mr. Ashok Gupta (DIN: 00277434), Director who retires by rotation being eligible offered for reappointment.
3. Appointment of M/s Mukesh Raj & Co., Chartered accountants, as Statutory Auditors for a consecutive period of five years and fixation of Remuneration.
4. Consideration and approval of Scheme of arrangement for amalgamation of MPS Telecom Private Limited (Transferor Company-1) and Oneworld Teleservices Private Limited (Transferor Company-2) with Optimus Infracom Limited (Transferee Company) and with their respective shareholders and creditors u/s 233 of the Companies Act, 2013.
5. Approval of waiver of recovery of remuneration of Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company.
6. Approval of waiver of recovery of remuneration of Mr. Hardip Singh (DIN: 010/1395), Whole Time Director of the Company.
7. Approval of waiver of recovery of remuneration of Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company.

The members were informed that the consolidated results of e-voting & poll will be announced within 48 hours to Stock exchange & posted on the website of the Company [www.optiemus.com](http://www.optiemus.com). The Chairman concluded the meeting with vote of thanks. Thereafter Mr. Sumit Batra gave the Scrutinizer Report for E-Voting & Poll and accordingly all the resolutions were declared as passed.

## OPTIEMUS INFRACOM LIMITED

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