



S.K. BATRA & ASSOCIATES

Company Secretaries

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR OPTIEMUS INFRACOM LIMITED**
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

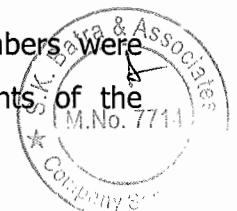
To
The Chairman
23rd Annual General Meeting of
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II
New Delhi – 110 024

**Sub: Passing of Resolution(s) through electronic voting and poll conducted at the
23rd Annual General Meeting of Optiemus Infracom Limited (The Company)
held on Friday, September 30, 2016 at 11:00 A.M. at Emerald Hotels, 112,
Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110 001.**

I, Sumit Kumar Batra, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time by the Board of Directors of the Optiemus Infracom Limited at their meeting held on September 02, 2016 for the 23rd Annual General Meeting of the Members of the Company held on September 30, 2016 at 11:00 A.M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110 001. The Remote e-Voting was kept open from Tuesday, September 27, 2016 (09:00 A.M.) to Thursday, September 29, 2016 (5:00 P.M.)

At the 23rd Annual General Meeting of the Company held on September 30th, 2016, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 30th, 2016.

After completion of Poll at the AGM at 01:00 P.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.



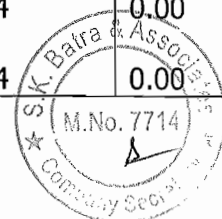
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A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, September 27, 2016 (09:00 A.M.) to Thursday, September 29, 2016 (5:00 P.M.). The e-voting results were unblocked by me on September 30th, 2016 after the annual general meeting of the company in the presence of two witnesses Ms. Manisha Gahlan and Mrs. Shilpa Gupta who are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated September 30th, 2016 attached herewith.

The result of the E- voting together with that of the poll is as under:

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
			Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64522717 292	64505417 118	99.97 0.00	17300 0	0.03 0.00	0 174	0.00 0.00
	TOTAL	64523009	64505535	99.97	17300	0.03	174	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64522717 292	51769412 118	80.23 0.00	17300 0	0.03 0.00	12736005 174	19.74 0.00
	TOTAL	64523009	51769530	80.23	17300	0.03	12736179	19.74
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64522717 292	64505417 118	99.97 0.00	17300 0.00	0.03 0.00	0 174	0.00 0.00
	TOTAL	64523009	64505535	99.97	17300	0.03	174	0.00
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64522717 292	64505417 118	99.97 0.00	17300 0.00	0.03 0.00	0 174	0.00 0.00
	TOTAL	64523009	64505535	99.97	17300	0.03	174	0.00
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64522717 292	64505417 118	99.97 0.00	17300 0.00	0.03 0.00	0 174	0.00 0.00
	TOTAL	64523009	64505535	99.97	17300	0.03	174	0.00



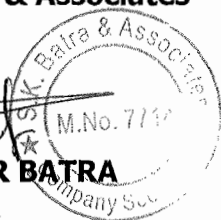
All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the company who is authorized by the Board.


Thanking you

**Yours Sincerely
For S.K. Batra & Associates**


**SUMIT KUMAR BATRA
SCRUTINIZER
C. P. NO. 8072**



Date : 30.09.2016
Place : New Delhi


Signed by Shri Hardip Singh
Chairman of the Meeting



SCRUTINIZER'S REPORT ON REMOTE E-VOTING

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

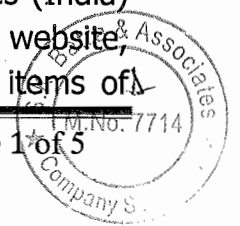
To,
The Chairman
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II
New Delhi – 110024

23rd Annual General Meeting of the Members of Optiemus Infracom Limited held on Friday, the 30th September, 2016 at 11.00 A. M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110 001.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the "Company") on 02nd September, 2016, I, Sumit Kumar Batra, Practicing Company Secretary, holding Membership Number FCS 7714, have been appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 23rd Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Friday, the 30th day of September, 2016 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
2. The Company engaged Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 23rd Annual General Meeting (AGM) of the Company, which was held on Friday, the 30th day of September, 2016. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of



the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date there were 3087 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 910 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to 2177 shareholders in the physical form.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4) (iii) (A) to (C) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 23rd September, 2016. The e-voting facility was kept open from Tuesday, 27th September, 2016 (9.00 A.M.) to Thursday, 29th September, 2016 (5.00 P.M).
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement, in Business Standard, English (All Editions) and in Hindi (Delhi Edition) Newspaper both on 06.09.2016. The notice published in the newspaper carried the required information as specified in the Rule 20(4) (v) (a) to (h) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
7. At the end of the voting period on September 29, 2016 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 30, 2016 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Manisha Gahlan and Mrs. Shilpa Gupta who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

AGENDA ITEM NO.: 1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONGWITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	18	64522717	100	75.19
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	17300	0.03	0.02
Total Number of Votes in favour of Resolution	17	64505417	99.97	75.17

AGENDA ITEM NO.: 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT MS. RENU GUPTA AS A DIRECTOR, WHO IS ELIGIBLE FOR RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	18	64522717	100	75.19
Total Number of Invalid Votes	2*	12736005	19.74	14.84
Total Number of Votes against the resolution	1	17300	0.03	0.02
Total Number of Votes in favour of Resolution	15	51769412	80.23	60.33

- *Mrs. Renu Gupta (Director of the Company) and Mr. Ashok Gupta (Husband of Mrs. Renu Gupta & Executive Chairman of the Company) are interested in said resolution.*

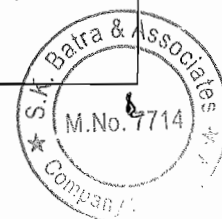


AGENDA ITEM NO.: 3 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS M/S. RMA & ASSOCIATES, CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	18	64522717	100	75.19
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	17300	0.03	0.02
Total Number of Votes in favour of Resolution	17	64505417	99.97	75.17

AGENDA ITEM NO. :4 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. NARESH KUAMR JAIN AS A DIRECTOR.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	18	64522717	100	75.19
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	17300	0.03	0.02
Total Number of Votes in favour of Resolution	17	64505417	99.97	75.17



AGENDA ITEM NO.: 5 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. HARDIP SINGH AS A WHOLE TIME DIRECTOR AND APPROVAL OF HIS REMUNERATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	18	64522717	100	75.19
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	17300	0.03	0.02
Total Number of Votes in favour of Resolution	17	64505417	99.97	75.17

All the resolutions contained in the notice dated 02nd September, 2016 calling 23rd Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all the other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

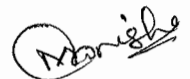
Thanking you,

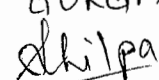
Yours Sincerely
For S.K. Batra & Associates


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. No. 8072



Place : New Delhi
Date : 30.09.2016


Witness : 1. Manisha Gahlan
D/o Ranvir Singh
R/o 18/23A, Moti Nagar
Delhi - 110015.

Witness : 2. SHILPA GUPTA
D/o RAJIV GUPTA
R/o 72A, SECTOR - 24
GURGAON




S.K. BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Optiemus Infracom Ltd.
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

**23RD ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
OPTIEMUS INFRACOM LIMITED HELD ON 30TH SEPTEMBER, 2016 AT 11.00
A. M., AT EMERALD HOTELS, 112, BABAR ROAD, OPP. W.T.C, CONNAUGHT
PLACE, NEW DELHI - 110 001.**

Dear Sir,

I, CS Sumit Kumar Batra, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 23rd Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on 30th September, 2016 at 11.00 A. M., at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi - 110 001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONGWITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
33	118	40.41

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
26	174	59.59

AGENDA ITEM NO.	2
SUBJECT	RE-APPOINTMENT MS. RENU GUPTA AS A DIRECTOR, WHO IS ELIGIBLE FOR RETIRES BY ROTATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

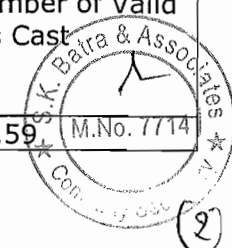
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
33	118	40.41

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
26	174	59.59



AGENDA ITEM NO.	3
SUBJECT	RATIFICATION OF APPOINTMENT OF M/S. RMA & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY AND FIXING THEIR REMUNERATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
33	118	40.41

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
26	174	59.59

AGENDA ITEM NO.	4
SUBJECT	APPOINTMENT OF MR. NARESH KUAMR JAIN AS A DIRECTOR.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

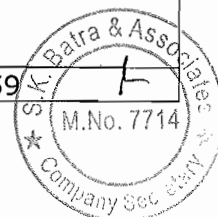
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
33	118	40.41

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
26	174	59.59



AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. HARDIP SINGH AS A WHOLE TIME DIRECTOR AND APPROVAL OF HIS REMUNERATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
33	118	40.41

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
26	174	59.59

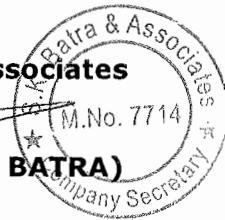
5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

For S.K. Batra & Associates

(CS SUMIT KUMAR BATRA)
SCRUTINIZER
C P No. 8072



Place : NEW DELHI
Dated : 30th September, 2016

Witness - 1

Manisha
: Manisha Gahlan d/o Ranvir Singh
R/o 18/23A, Anoti Nagar, Delhi - 15

Witness - 2

: SHILPA GUPTA d/o RAJIV GUPTA
R/o 72A, SECTOR 24, GURGAON
Shilpa

Counter Signed by Chairman
of the Meeting

: Shri Hardip Singh