

Ref. No. - OIL/CO/SE/2022-23/78

February 13, 2023

Listing Department
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 530135

Symbol: OPTIEMUS

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for Scheme of Arrangement for Amalgamation between two Wholly Owned Subsidiaries

Dear Sir,

In reference to the above captioned subject, it is hereby informed to your good office that GDN Enterprises Private Limited and Optiemus Electronics Limited are the Wholly Owned Subsidiaries of the Company (hereinafter collectively referred to as “Subsidiary Companies”). The Board of Directors of the Subsidiary Companies, in their respective meetings held today i.e. on 13th February, 2023 have considered and approved the Scheme of Arrangement for Amalgamation of GDN Enterprises Private Limited (“Transferor Company”) with Optiemus Electronics Limited (“Transferee Company”) on a going concern basis under the provisions of Section 230 to 232 of the Companies Act, 2013 and the rules made thereunder.

The above Scheme of Arrangement shall be subject to the approval of National Company Law Tribunal (NCLT) of relevant jurisdiction, Shareholders and Creditors of Subsidiary Companies and other Regulatory Authorities, if any.

Further, none of the two wholly owned subsidiaries fall in the definition of “Material Subsidiary” within the meaning of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR), Regulations) as on 31st March, 2022.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure-I** to this Outcome.

Kindly take note of the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited

Vikas Chandra
Company Secretary & Compliance Officer

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com

The Scheme provides for Amalgamation of GDN Enterprises Private Limited (“Transferor Company”) with Optiemus Electronics Limited (“Transferee Company”)

- a) **Name of the entity (ies) forming part of the Amalgamation/Merger, details in brief such as, size, turnover etc.**

Name of the Companies	Turnover (Rs. Crores) As on 31st March, 2022	Net Worth (Rs. Crores) As on 31st March, 2022
GDN Enterprises Private Limited (Transferor Company)	2.15	(42.20)
Optiemus Electronics Limited (Transferee Company)	40.60	22.76

- b) **Area of Business of the Entities:**

Name of the Companies	Area of Business
GDN Enterprises Private Limited (Transferor Company)	To design, invent, assemble, manufacture, buy, sell, lease, import, export, conduct research, impart training, develop, maintain, repair, hire, let on hire, alter, design, distribute, or otherwise, deal in Electronic products including but not limited to Mobile Phone hardware, Mobile Phone applications & other Software, apparatus, appliances, accessories, equipments and machinery for manufacture thereof and to provide services including consultancy or otherwise in connection with Electronic products.
Optiemus Electronics Limited (Transferee Company)	Manufacturing, assembling, buying, selling, leasing, import, export, repair, hire, alter, distribute or otherwise deal in, mobile phone hardware, mobile phones, tablets and their components and spare parts and to provide services including consultancy or otherwise in connection with such electronic goods.

- c) **Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”.**

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com

Yes, the Subsidiaries are related party to each other within the meaning of Section 2(76) of the Companies Act, 2013 and the aforesaid transaction will fall under “Related Party Transaction”. However, as per the MCA Circular No. 30/2014, dated 17.07.2014, it is clarified that transactions arising out of Compromises, Arrangements and Amalgamations under the Companies Act, 2013, will not attract the requirements of Section 188 of the Companies Act, 2013.

d) Rationale for Amalgamation/ Merger –

- The Transferor Company and Transferee Company both are owned by a single entity named “Optiemus Infracom Limited” and are engaged in same line of business. Hence, after consolidation of both the companies in a single entity, management would be able to effectively manage the Transferor Company and Transferee Company as a single entity, which will provide several benefits including synergy benefits, streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances and rationalizing costs.
- The amalgamation will contribute to furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.
- Further, the independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs, duplication of administrative & establishment costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving and better financial management of resources. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.
- The Amalgamation of Transferor Company and Transferee Company will create synergy benefits for the stakeholders of both the companies and it shall optimize the valuation of the consolidated Transferee Company. The amalgamation would also increase operational efficiency and integrate business functions.
- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues and service range.

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com

- The other benefits the proposed amalgamation include:
 - I. Optimum and efficient utilization of financial resources and rationalization of capital, resources, assets and facilities;
 - II. Enhancement of competitive strengths including financial resources;
 - III. Obtaining synergy benefits;
 - IV. Better management and focus on growing the businesses;
 - V. Reduction of overheads, administrative, managerial and other expenditure;
 - VI. Simplify shareholding structure and reduce shareholding tiers.

- e) **In case of cash consideration – amount or otherwise share exchange ratio –**
 - i. Transferee Company, without further application, act or deed shall issue and allot to each of the shareholders of the “Transferor Company” shares in proportion of 32 (Thirty Two) Equity Shares of Face Value Rs. 10/- (Rupees Ten) each in the Transferee Company for every 100 (One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten) each held by them in the “Transferor Company” pursuant to this Scheme of Amalgamation.

- f) **GDN Enterprises Private Limited and Optiemus Electronics Limited are Wholly Owned Subsidiaries of the Company and post effectiveness of the Scheme of Amalgamation, Optiemus Electronics Limited will remain the Wholly Owned Subsidiary of the Company.**

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com