

Ref. No. - OIL/CO/SE/2023-24/94

February 23, 2024

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**

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Completion of tenure of Independent Directors and appointment of new Independent Directors**

Dear Sir(s),

In compliance with the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at its meeting held today i.e. 23<sup>rd</sup> February, 2024, has, inter-alia, considered and approved the following:

**1. Take note of Completion of Tenure / Cessation of Independent Directors**

**Mr. Gautam Kanjilal (DIN: 03034033), Mr. Tejendra Pal Singh Josen (DIN: 02485388) and Mr. Charan Singh Gupta (DIN: 06744568),** shall cease to be an Independent Directors of the Company upon completion of 2 consecutive terms of 5 years each at the closure of business hours on 31<sup>st</sup> March, 2024.

**2. Appointment of Independent Directors**

- a) Based upon the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, **Mr. Gauri Shankar (DIN: 06764026)** be and is hereby appointed as an Independent Director of the Company for the first term of two years commencing from 1<sup>st</sup> April, 2024.
- b) Based upon the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, **Mr. Rakesh Kumar Srivastava (DIN: 08896124)** be and is hereby appointed as an Independent Director of the Company for the first term of two years commencing from 1<sup>st</sup> April, 2024.

**3. Reconstitution of Committees**

In view of the above appointments and completion of tenure of Directorship, the Board approved reconstitution of following committees with effect from 1<sup>st</sup> April, 2024:

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Nomination and Remuneration Committee
- d) Risk Management Committee

**OPTIEMUS INFRACOM LIMITED**

CIN : L64200DL1993PLC054086

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

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e) CSR Committee

#### 4. Postal Ballot

The Board has also approved the Postal Ballot Notice seeking approval of shareholders for appointment of aforementioned Directors.

The requisite details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 in respect of appointment and cessation are given in enclosed Annexure-A.

Further, in terms of BSE Circular bearing Reference No. LIST/COMP/14/2018-19 and NSE Circular bearing Reference No. NSE/CML/2018/24 dated June 20, 2018, we have received confirmation from **Mr. Gauri Shankar** and **Mr. Rakesh Kumar Srivastava** that they are not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

The meeting of Board of Directors commenced at 04:30 P.M. and concluded at 05:40 P.M.

Kindly take the same on your records.

Thanking You,

Yours truly,

**For Optiemus Infracom Limited**

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**Vikas Chandra**  
**Company Secretary & Compliance Officer**

Encl.: As Above

**1. APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY**

<b>Particulars</b>	<b>Mr. Gauri Shankar (DIN: 06764026)</b>	<b>Mr. Rakesh Kumar Srivastava (DIN: 08896124)</b>
<b>Reason for Change viz. appointment</b>	<p>The term of Mr. Gautam Kanjilal, Mr. Tejendra Pal Singh Josen and Mr. Charan Singh Gupta, Independent Directors of the Company, will be expiring on 31.03.2024 on completion of 2 consecutive terms of 5 years each. Therefore, to comply with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to fill the vacant position, the Company is required to appoint 2 independent Directors on or before 31.03.2024.</p> <p>Hence, in compliance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of shareholders, the Board of Directors in its meeting held on 23<sup>rd</sup> February, 2024 approved to appoint Mr. Gauri Shankar and Mr. Rakesh Kumar Srivastava as an Independent Directors of the Company for the first term of 2 (Two) Years, effective from 1<sup>st</sup> April, 2024.</p>	
<b>Effective Date of appointment</b>	1 <sup>st</sup> April, 2024	1 <sup>st</sup> April, 2024
<b>Term of appointment</b>	2 Years	2 Years
<b>Brief Profile</b>	<p>Mr. Gauri Shankar is a science graduate from Delhi University in 1976. He has completed his CAIIB-I from the Indian Institute of Bankers in July, 1980. He has an experience of more than 47 years in the field of Finance and Banking which includes more than 14 years of managerial experience in senior positions. He has been worked as an Executive Director of Punjab National Bank for a period of more than 2.5 years and has also took an additional charge of MD &amp; CEO for approx. 6 months at PNB Bank. He has been Nominee director in various renowned companies</p> <p>Mr. Gauri Shankar is presently a member of Settlement Advisory Committee of IFCI (a Government of</p>	<p>Mr. Rakesh Kumar Srivastava is a, Fellow Member of the Institute of Companies Secretaries of India, Post Graduate in Commerce, Bachelors in Law, Active Member of ASSOCHAM , Merchant chamber of UP, Former Chairman of NIRC, Former Chairman of Kanpur Chapter of ICSI, Ex- Director of Metropolitan Clearing Corporation of India Limited, having experience of more than three decades and worked as Company Secretary in various organizations and thereafter, established a company in the name &amp; style of “Rana Corporate Advisors Private Limited” for providing Corporate Strategic Advisory Services, Secretarial Audit, Due Diligence, Corporate Governance Compliance Audit, Corporate Restructuring advisory services for Merger, Amalgamation, Takeover, Scrutinizer for E-voting, Postal Ballot Process, Internal Audit, India Entry Services, Intellectual Property Right, Compliance Advisory,</p>

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	India Finance Company), Infomerics Valuation & Rating Pvt. Ltd. (Credit Rating Company) and External Professional (Expert) Risk Management Advisory Committee. He is also an Independent Director in various listed companies.	Arbitration Services, Appearance before various regulatory authorities viz., Ministry of Corporate Affairs (MCA), National Company Law Tribunal (NCLT), Securities & Exchange Board of India (SEBI), Stock Exchanges, National and other Consumer Forums, Trade Mark, Patent, Copyright Registry & other Quasi-Judicial Authorities for various Corporate Houses and Public Sector Undertakings.  Presently, Mr. Rakesh Kumar Srivastava is a Managing Director of Rana Corporate Advisors Private Limited and Independent Director of Metropolitan Stock Exchange of India Limited, Mumbai.
<b>Disclosure of relationships between Directors</b>	No relationship exist with any other Directors/ KMP	No relationship exist with any other Directors/ KMP

## 2. CESSATION OF INDEPENDENT DIRECTORS OF THE COMPANY

<b>Reason for Change viz. cessation</b>	The term of <b>Mr. Gautam Kanjilal, Mr. Tejendra Pal Singh Josen and Mr. Charan Singh Gupta</b> , Independent Directors of the Company, comes to an end on 31.03.2024 on completion of 2 consecutive terms of 5 years each.
<b>Date of Cessation (Completion of Tenure)</b>	31 <sup>st</sup> March, 2024

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