Form DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,

The Board of Directors,
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

Subject: Consent to act as a Director

I, **Gauri Shankar**, hereby give my consent to be re-appointed as an Independent Director of **Optiemus Infracom Limited for a second term of five consecutive years starting from 1st April 2027 to 31st March, 2032,** pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1. Director Identification Number (DIN) : **06764026**
2. Name (in full) : **Gauri Shankar**
3. Father's Name (in full) : **Late Sh. Chakhan Lal Gupta**
4. Address : **Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire, Phase-1, Sector-45, Noida, Uttar Pradesh-201301**
5. E-mail id : **gaurishankar25@hotmail.com**
6. Mobile No. : **09999743583**
7. Income-tax PAN : **AAMPS2022G**
8. Occupation : **Business**
9. Date of Birth : **25.03.1956**
10. Nationality : **Indian**
11. No. of No. of companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager : **NIL**
12. Particulars of Membership No. and Certificate of Practice No. if the applicant is a member of any professional Institute : **None**

Gauri Shankar

DECLARATION

1. I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

2. I further declare that I am not required to obtain the security clearance from Ministry of Home Affairs, Government of India, before seeking appointment of Director of the Company.

Gauri Shankar

Signature
Gauri Shankar
Independent Director
DIN: 06764026

Date: 24.08.2026
Place: Noida

Attachments:

1. *Proof of Identity*
2. *Proof of Residence*

FORM - DIR – 8
Intimation by Director

[Pursuant to Section 164(1) or 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

CIN of the Company	**L46524DL1993PLC054086**
Nominal Capital of the Company	**Rs. 1,28,98,00,000**
Paid up Capital of the Company	**Rs. 90,16,64,500**
Name of the Company	**Optiemus Infracom Limited**
Address of the Registered Office of the Company	**K-20, Second Floor, Lajpat Nagar Part-II, New Delhi - 110024**

To
The Board of Directors,
Optiemus Infracom Limited

I, **Gauri Shankar**, S/o. Late Sh. Chakhan Lal Gupta, R/o Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire Phase-1, Sector-45, Noida, Gautam Buddha Nagar, U.P.-201301, Independent Director of the Company, hereby gives notice that I am/was a Director in the following Companies during the last 3 years:

S. No.	Name	Designation	Date of Appointment	Date of Cessation
1.	IFCI Venture Capital Funds Limited	Director	09/10/2023	-
2.	Mohit Minerals Limited	Director	25/08/2023	09/01/2025
3.	Universal Fingrowth Private Limited	Director	20/09/2021	-
4.	Usha Financial Services Limited	Director	01/06/2019	28/03/2024
5.	PNC Infratech Limited	Independent Director	23/05/2018	-
6.	Paisalo Digital Limited	Director	22/07/2017	21/07/2025
7.	Optiemus Infracom Limited	Independent Director	01/04/2024	-
8.	Amir Chand Jagdish Kumar (Exports) Limited	Independent Director	09/07/2024	-
9.	Atri Capital Private Limited	Independent Director	07/10/2024	17/01/2025
10.	Trontek Electronics Limited	Independent Director	03/12/2024	-
11.	Spaark Bresson Wte Private Limited	Independent Director	27/01/2025	-
12.	Shivalaya Construction Limited	Independent Director	03/09/2025	-
13.	Nupur Finvest Private Limited	Independent Director	10/07/2026	

Gauri Shankar

I further confirm that I have not incurred disqualification under Section 164(1) or 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Gauri Shankar

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire,
Phase-1, Sector-45, Noida, Uttar Pradesh-201301

Date: 24.08.2026
Place: Noida (U.P.)

To

August 24, 2026

The Board of Directors,
Optiemus Infracom Limited,
K-20, Second Floor, Lajpat Nagar-II,
New Delhi-110024

Subject: Affirmation in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018

Dear Sir(s)/Madam,

With reference to captioned subject, I, Gauri Shankar, an Independent Director of Optiemus Infracom Limited, hereby affirm that I am not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") or any other Authority' order.

Kindly take the above information on records.

Thanking You,

Yours faithfully,

Gauri Shankar

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire, Phase-1, Sector-45, Noida, Uttar Pradesh-201301

To

The Company Secretary
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110 024

Subject: Disclosure of Committee Position held in Listed / Public Companies

Dear Sir,

Pursuant to Regulation 26 (1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Gauri Shankar S/o Late Sh. Chakhan Lal Gupta, R/o Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire, Phase-1, Sector-45, Noida, Uttar Pradesh-201301, an Independent Director of the Company, hereby gives notice of committee position held by me in following listed and unlisted public companies:

S. No.	Name of the Company	Status	Committee Position	Position held
1.	PNC Infratech Limited	Listed Company	Audit Committee	Chairman
			Risk Management Committee	Member
			Nomination and Remuneration Committee	Chairman
			Corporate Social Responsibility Committee	Member
2.	IFCI Venture Capital Funds Limited	Unlisted Public Company	Audit Committee	Member
			Corporate Social Responsibility Committee	Member
			Executive Committee	Member
			Non-Performing Asset Committee	Chairman
3.	Optiemus Infracom Limited	Listed Company	Audit Committee	Chairman
			Risk Management Committee	Member
			Nomination and Remuneration Committee	Member
4.	Amir Chand Jagdish Kumar (Exports) Limited	Listed Public Company	Audit Committee	Chairman
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Member

Gauri Shankar

5.	Trontek Electronics Limited	Unlisted Public Company	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
			Corporate Social Responsibility Committee	Chairman

Gauri Shankar

Date: August 24, 2026
Place: Noida (U.P.)

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J,
Amrapali Sapphire, Phase-1, Sector-45, Noida,
Uttar Pradesh-201301

DECLARATION OF INDEPENDENCE

To,

August 24, 2026

The Board of Directors,
Optiemus Infracom Limited,
K-20, Second Floor, Lajpat Nagar-II,
New Delhi-110024

Sub: Declaration of Independence pursuant to Regulation 16 (1) (b) & Regulation 25 (8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and Section 149 (6) & (7) of the Companies Act, 2013

Dear Sir(s)/Ma'am,

I, **Gauri Shankar**, an Independent Director of the Company, hereby confirm that I am a Non-Executive Director other than Managing Director or a Whole Time Director or a Nominee Director. I further confirm the following:

a) I am a person of integrity and possess relevant expertise and experience to be an Independent Director in the Company;

b) (i) I am or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the Company;

(ii) I am not related to promoters or directors in the Company, its holding, subsidiary or associate company;

c) Apart from receiving Director's Remuneration/Sitting Fee, I have or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

d) None of my relative(s) -

(i) holding securities of or interest in the company, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

(ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

(iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors, at any time during the three immediately preceding financial years or during the current financial year; or

(iv) has or had any other pecuniary relationship or transaction with the company, or its holding, subsidiary, or associate company amounting to 2% or more of its gross turnover or total income

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed

Gauri Shankar

two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

e) Neither me nor any of my relative(s):

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of —

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(iii) holds together with my relatives 2% or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

f) I am not a non-independent director of another company on the Board of which any non-independent director of the Company is an independent director;

Further, in compliance with sub-regulation (8) of regulation 25, I hereby confirm that I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence.

Thanking You,

Yours Sincerely,

Gauri Shankar

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire, Phase-1, Sector-45, Noida, Uttar Pradesh-201301

To

August 24, 2026

The Board of Directors,
Optiemus Infracom Limited,
K-20, Second Floor, Lajpat Nagar-II,
New Delhi-110024

Subject: Affirmation in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018

Dear Sir(s)/Madam,

With reference to captioned subject, I, Gauri Shankar, an Independent Director of Optiemus Infracom Limited, hereby affirm that I am not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") or any other Authority' order.

Kindly take the above information on records.

Thanking You,

Yours faithfully,

Gauri Shankar

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire, Phase-1, Sector-45, Noida, Uttar Pradesh-201301

DECLARATION FROM INDEPENDENT DIRECTOR

[Pursuant to Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014]

To
The Board of Directors,
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110 024

Subject: Declaration pursuant to Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014

Dear Sir(s)/Ma'am,

I, **Gauri Shankar**, an Independent Director of **Optiemus Infracom Limited,** hereby confirms that my name has been included in the databank of Independent Director being maintained by the Indian Institute of Corporate Affairs pursuant to the provisions of sub-rule (1) of rule 6 to the Companies (Appointment and Qualifications of Directors) Rules, 2014 for a period from 15th February, 2020 till lifetime.

Thanking You,

Yours Sincerely,

Gauri Shankar

Gauri Shankar
Independent Director
DIN: 06764026
Address: Flat No. 1101, 11th Floor, Tower J, Amrapali Sapphire,
Phase-1, Sector-45, Noida, Uttar Pradesh-201301

Date: 24.08.2026
Place: Noida (U.P.)

Date: 22.08.2026

To

The Board of Directors
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

Subject: Notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gauri Shankar (DIN: 06764026), for re-appointment as an Independent Director for a second term of five consecutive years

Dear Sir/Madam,

In terms of the provisions of Section 160 of the Companies Act, 2013, I, **Deepesh Gupta, belonging to Promoter Group of the Company** and holding 52,86,029 (5.86%) equity shares of Optiemus Infracom Limited **("the Company")**, hereby proposes the candidature of Mr. Gauri Shankar (DIN: 06764026) for re-appointment as an Independent Director of the Company for a second term of five consecutive years, at the ensuing General Meeting or any adjournment thereof.

I hereby request the Board of Directors of the Company to consider the proposal favorably and make necessary recommendations to the shareholders at the ensuing General Meeting.

Thanking You,

Deepesh Gupta
Shareholder
DP ID/Client ID: IN302269/13324049