

**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]*

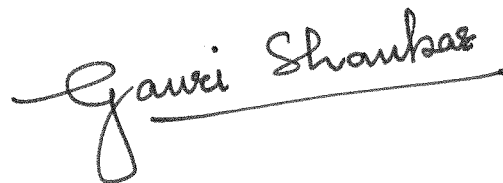
To,

**The Board of Directors,  
Optimus Infracom Limited  
K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II,  
New Delhi-110024**

**Subject: Consent to act as a Director**

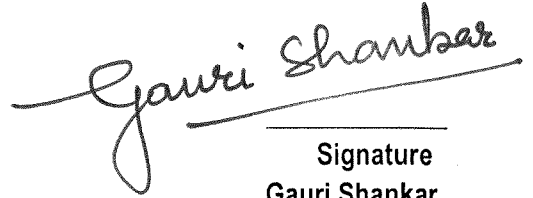
I, **Gauri Shankar**, hereby give my consent to be re-appointed as an Independent Director of **Optimus Infracom Limited for a second term of five consecutive years starting from 1<sup>st</sup> April 2027 to 31<sup>st</sup> March, 2032**, pursuant to sub-section (5) of section 152 of the Companies Act, 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, 11<sup>th</sup> 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**



### **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.



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**

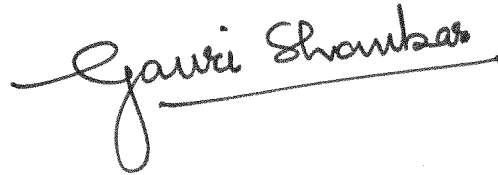
[Pursuant to Section 164(1) or 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

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

To  
**The Board of Directors,**  
**Optiemus Infracom Limited**

I, **Gauri Shankar**, S/o. Late Sh. Chakhan Lal Gupta, R/o Flat No. 1101, 11<sup>th</sup> 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:

| <b>S. No.</b> | <b>Name</b>                                | <b>Designation</b>   | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
|---------------|--------------------------------------------|----------------------|----------------------------|--------------------------|
| 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                 |                          |



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, 11<sup>th</sup> 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,  
**Optimus 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 Optimus 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  
Independent Director  
DIN: 06764026

Address: Flat No. 1101, 11<sup>th</sup> Floor, Tower J, Amrapali Sapphire,  
Phase-1, Sector-45, Noida, Uttar Pradesh-201301

To

**The Company Secretary**

**Optiemus Infracom Limited**

K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II,

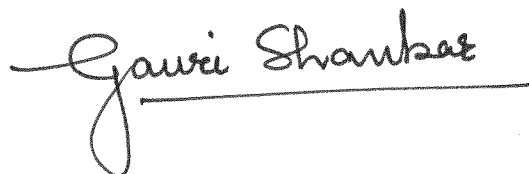
New Delhi-110 024

**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, 11<sup>th</sup> 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:

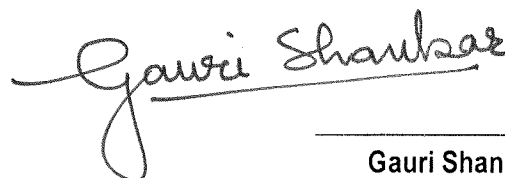
| S. No. | Name of the Company                        | Status                  | Committee Position                        | Position held |
|--------|--------------------------------------------|-------------------------|-------------------------------------------|---------------|
| 1.     | PNC Infratech 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        |



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

Date: August 24, 2026

Place: Noida (U.P.)



Gauri Shankar  
Independent Director

DIN: 06764026

Address: Flat No. 1101, 11<sup>th</sup> 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

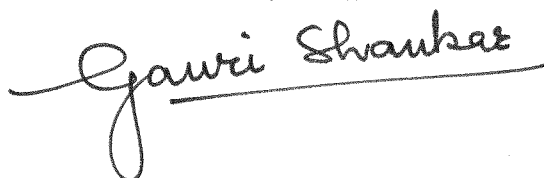
**Sub: Declaration of Independence pursuant to Regulation 16 (1) (b) & Regulation 25 (8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and Section 149 (6) & (7) of the Companies Act, 2013**

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



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**  
Independent Director

DIN: 06764026

Address: Flat No. 1101, 11<sup>th</sup> Floor, Tower J, Amrapali Sapphire,  
Phase-1, Sector-45, Noida, Uttar Pradesh-201301

To

August 24, 2026

The Board of Directors,  
**Optimus 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 Optimus 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  
Independent Director  
DIN: 06764026

Address: Flat No. 1101, 11<sup>th</sup> 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, 2<sup>nd</sup> Floor, Lajpat Nagar-II,  
New Delhi-110 024

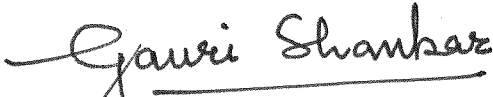
**Subject: Declaration pursuant to Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014**

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 15<sup>th</sup> February, 2020 till lifetime.

Thanking You,

Yours Sincerely,



**Gauri Shankar**  
Independent Director  
DIN: 06764026

Address: Flat No. 1101, 11<sup>th</sup> 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  
**Optimus Infracom Limited**  
K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II,  
New Delhi-110024

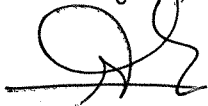
**Subject: Notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gauri Shankar (DIN: 06764026), for re-appointment as an Independent Director for a second term of five consecutive years**

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 Optimus 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