

RESULTS OF POSTAL BALLOT

In terms of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, members approval was sought for the resolutions appended to the Postal Ballot Notice dated 5th August, 2019. The Postal Ballot Notice containing the resolutions together with the statement to be annexed to the Postal Ballot Notice was sent to all the Shareholders on 8th August, 2019 and the last date for receipt of postal ballot forms duly completed from the shareholders was 8th September, 2019.

The e-voting facility was made available to the members through Central Depository Services (India) Ltd (CDSL) portal and was kept open from Saturday, August 10, 2019 (9.00 A.M.) (IST) to Sunday, September 8, 2019 (5.00 P.M.) (IST).

M/s S.K. Batra & Associates, Company Secretaries in Practice was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report including the results for the votes cast through remote E-voting and Postal Ballots Forms. Based on his report, all the resolutions have been passed with requisite majority. The resolutions mentioned below are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e., Sunday, September 08, 2019. Details of votes cast for the resolutions are given below:

S. No.	Description	Type of Resolution (Ordinary/Special)	Mode of Voting	Results
1.	Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company during the financial year 2016-17.	Special	E-voting/Ballot Paper	Passed with requisite majority
2.	Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the financial year 2016-17.	Special	E-voting/Ballot Paper	Passed with requisite majority
3.	Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company from 1 st April, 2016 to 30 th September, 2016.	Special	E-voting/Ballot Paper	Passed with requisite majority

An elaborated summary of Postal Ballot Results is appended herewith as **Annexure - 1**.

The Voting results along with the Scrutinizer Report will also be made available on the Company's website (www.optiemus.com).

You are requested to take the same on your records.

For Optiemus Infracom Limited


Ashok Gupta
 Executive Chairman

DIN: 00277434

OPTIEMUS INFRA.COM LIMITED

CIN : L64200DL1993PLC054086

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

P: 011-29840906 | Fax: 011-29840908

Corp. Office: Plot No.-2A, 1st Floor, Wing-A, Sector-126, Noida-201 301 (U.P.)

P: 0120-6721900-905 | www.optiemus.com

VOTING RESULTS OF POSTAL BALLOT

A.	Date of Postal Ballot Notice	Notice dated 05.08.2019 (Voting start date: August 10, 2019 Voting end date: September 8, 2019)
B.	Total Number of Shareholders as on Record Date	3763
C.	Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	Not Applicable
D.	Number of shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	Not Applicable



Agenda-wise disclosure

1. Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company during the financial year 2016-17.								
Resolution Required (Ordinary/Special)							Special	
Whether Promoter/promoter group are interested in the agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64300541	1123200*	1.75	1123200	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	64300541	1123200	1.75	1123200	0	100.00	0
Public – Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	0	0	0.00	0	0	0.00	0
Public-Non Institutional	E-Voting	5346499	5344889	99.97	5344879	10	100	0
	Poll		0	0	0	0	0.00	0
	Postal Ballot (if applicable)		1610	0.03	1600	10	99.38	0.62
	Total	5346499	5346499	100.00	5346479	20	100.00	0
Total		69647040	6469699	9.29	6469679	20	100.00	0

*Mr. Ashok Gupta (Director & Executive Chairman of Company), Mrs. Renu Gupta (Wife of Mr. Ashok Gupta), Mr. Neetesh Gupta & Mr. Deepesh Gupta (Son of Mr. Ashok Gupta), Mr. Mukesh Kumar Gupta (Brother of Mr. Ashok Gupta) & GRA Enterprises Private Limited (Being Mr. Ashok Gupta is Director) are interested in Item No. 1, hence their E-voting has not been considered in Item No. 1.



2. Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the financial year 2016-17

Resolution Required (Ordinary/Special)							Special	
Whether Promoter/promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	64300541	64300541	100.00	64300541	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		64300541	64300541	100.00	64300541	0	100.00
Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0	0.00	0	0	0.00
Public-Non Institutional	E-Voting	5346499	5344889	99.97	5344879	10	100	0
	Poll		0	0	0	0	0.00	0
	Postal Ballot (if applicable)		1610	0.03	1600	10	99.38	0.62
	Total		5346499	5346499	100.00	5346479	20	100.00
Total		69647040	69647040	100.00	69647020	20	100.00	0



3. Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company from 1st April, 2016 to 30th September, 2016

Resolution Required (Ordinary/Special)							Special	
Whether Promoter/promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64300541	64300541	100.00	64300541	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	64300541	64300541	100.00	64300541	0	100.00	0
Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	0	0	0.00	0	0	0.00	0
Public-Non Institutional	E-Voting	5346499	5344889	99.97	5344879	10	100	0
	Poll		0	0	0	0	0.00	0
	Postal Ballot (if applicable)		1610	0.03	1600	10	99.38	0.62
	Total	5346499	5346499	100.00	5346479	20	100.00	0
Total		69647040	69647040	100.00	69647020	20	100.00	0



Accordingly, it is declared that all the 3 (Three) resolutions, as set out in the Postal Ballot Notice dated 05th August, 2019, have been passed with requisite majority by the Members of the Company.

Kindly take the same on your records.

For Optiemus Infracom Limited



Ashok Gupta
Executive Chairman
DIN: 00277434

Date: 09th September, 2019
Place: Noida (U.P.)



**SCRUTINIZER REPORT FOR E-VOTING & POSTAL BALLOT
FOR OPTIEMUS INFRACOM LIMITED**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

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

Date: 09th September, 2019

Sub: Scrutinizer's report under section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 for voting by Shareholders through Postal Ballot & Remote E-voting.

The Board of Directors of **Optiemus Infracom Limited** (hereinafter referred to as the "**Company**") at its meeting held on 05th August, 2019 had appointed me as the Scrutinizer for the Postal Ballot/ Remote Electronic Voting ('Remote e-voting') pursuant to Sections 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**the Listing Regulations**'), for the resolution(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of Postal ballot/e-voting.

Report on Scrutiny:

1. The Company had appointed Central Depository Services Limited ('CDSL') as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website www.evotingindia.com.
2. Beetal Financial & Computer Services Private Limited having its office at 99, Madangir Village, Madangir, New Delhi-110062 is the Registrar and Transfer Agents of the Company.



3. The cut-off date for determining Members for the dispatch of the Notice of Postal Ballot was 02nd August, 2019 (Physical & E-mail) and as on that date, there were 3763 Members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by e-mail to 1877 cases whose e-mail ID were registered with the Company/RTA and in respect of 1886 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid Business Reply Envelope in physical form by Courier.
4. The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 08th August, 2019.
5. The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
6. The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members was 02nd August, 2019.
7. The remote e-voting facility was kept open from Saturday, August 10, 2019 (9:00 a.m.) to Sunday, September 08, 2019 (5:00 p.m.)
8. As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in Business Standard in English language having country-wide circulation dated 09th August, 2019 and in Business Standard in Hindi language dated 09th August, 2019. The notice published in the Newspapers carried the information as specified under the said Rules.
9. The votes were unblocked on Sunday, September 08, 2019 after 5:00 pm in the presence of two witnesses who are not in the employment of the Company.
10. All postal ballot forms received up to Sunday, 08th September, 2019, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All



votes cast on CDSL remote e-voting platform up to 5.00 p.m. on Sunday, 08th September, 2019 were considered for my scrutiny.

11. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
12. Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.

The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under;

***Note:** Mr. Ashok Gupta (Director & Executive Chairman of company), Mrs. Renu Gupta (Wife of Mr. Ashok Gupta), Mr. Neetesh Gupta & Mr. Deepesh Gupta (Son of Mr. Ashok Gupta), Mukesh Kumar Gupta (Brother of Mr. Ashok Gupta) & GRA Enterprises Private Limited (Being Mr. Ashok Gupta is Director) are interested in Item No. 1, hence there E-voting has not been considered in Item No. 1 as below.

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
			Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As a Special Resolution)	E- Voting*	6468089	6468079	99.97	10	0
	Postal Ballot	1610	1600	0.02	10	0
	TOTAL	6469699	6469679	99.99	20	0
Item No. 2 of the Notice (As a Special Resolution)	E- Voting	69645430	69645420	100	10	0
	Postal Ballot	1610	1600	0	10	0
	TOTAL	69647040	69647020	100	20	0
Item No. 3 of the Notice (As a Special Resolution)	E- Voting	69645430	69645420	100	10	0
	Postal Ballot	1610	1600	0	10	0
	TOTAL	69647040	69647020	100	20	0



SUMMARY OF THE E-VOTING AND POSTAL BALLOT PROCESS IS GIVEN BELOW:

(A) The Results of E-voting is given below:

S No.	Particulars of Resolution	Type of Resolution	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
				Nos.	%	Nos.	%
1.	*Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company for the financial year 2016-17	Special	6468089	6468079	100	10	0
2.	Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company for the financial year 2016-17	Special	69645430	69645420	100	10	0
3.	Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company for the financial year 2016-17.	Special	69645430	69645420	100	10	0

***Note:** Mr. Ashok Gupta (Director & Executive Chairman of company), Mrs. Renu Gupta (Wife of Mr. Ashok Gupta), Mr. Neetesh Gupta & Mr. Deepesh Gupta (Son of Mr. Ashok



Gupta), Mukesh Kumar Gupta (Brother of Mr. Ashok Gupta) & GRA Enterprises Private Limited (Being Mr. Ashok Gupta is Director) are interested in Item No. 1, hence there E-voting has not been considered in Item No. 1 as below..

B) The result of Postal Ballot is given below:

SNo.	Particulars of Resolution	Type of Resolution	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution	
				Nos.	%	Nos.	%
1.	Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company for the financial year 2016-17	Special	1610	1600	99.38	10	0.62
2.	Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company for the financial year 2016-17	Special	1610	1600	99.38	10	0.62
3.	Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company for the financial year 2016-17.	Special	1610	1600	99.38	10	0.62




The Resolutions mentioned in the Notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority.

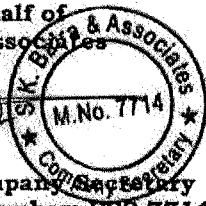
I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the Members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical Postal Ballot are under my safe custody and will be handed to the Company Secretary /Authorized Person of the Company for safe keeping.

Thanking You,

Yours Faithfully

For and on behalf of
S.K. Batra & Associates


Sumit Kumar
Practicing Company Secretary
Membership Number: FCS 7714
COP: 8072



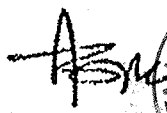
Date: 09th September, 2019
Place: Noida (U.P)

Witnesses:


Richa Sethi


Sakshi Batra

Countersigned and received the Report
For Optiemus Infracom Limited


Date: 09th September, 2019
Place: Noida (U.P)

