

PROCEEDINGS OF THE 26th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, THE 28TH DAY OF SEPTEMBER, 2019 AT 10:30 AM AT GHALIB INSTITUTE, SEMINAR HALL, AIWAN-E-GHALIB MARG, MATA SUNDRI LANE, ITO, NEW DELHI-110 002.

The 26th Annual General Meeting of the Members of Optiemus Infracom Limited was held on Saturday, the 28th day of September, 2019 at 10:30 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002. Following officials of the Company were present at the meeting:

1. Mr. Ashok Gupta, Executive Chairman
2. Mr. Tejendra Pal Singh Josen, Independent Director (*Chairman of Nomination & Remuneration Committee and Stakeholders Relationship Committee*)
3. Mr. Parveen Sharma, Chief Financial Officer
4. Mr. Vikas Chandra, Company Secretary & Compliance Officer
5. Mr. Shubham Mittal, Authorised Representative of M/s Mukesh Raj & Co., Statutory Auditors Firm
6. Mr. Sumit Kumar, Proprietor of S.K. Batra & Associates, Secretarial Auditor and Scrutinizer

Mr. Vikas Chandra, Company Secretary commenced the meeting by welcoming the directors, shareholders and other invitees present at the 26th Annual General Meeting and introduced the persons sitting on Dias.

Mr. Ashok Gupta, Executive Chairman of the Company chaired the meeting and after ascertaining presence of requisite Quorum, called the meeting to order. He gave brief account of progress of the Company. The Notice convening the 26th Annual General Meeting together with Directors' Report and Auditors' Report were taken as read with the unanimous consent of the members present. The Members were informed that Mr. Gautam Kanjilal, Chairman of Audit Committee was not able to attend the Meeting due to his other engagements, however, he has authorised Mr. Parveen Sharma, CFO, to represent him in this AGM. The Chairman informed that the Company had provided the members the facility to cast vote electronically on the resolutions set forth in the notice. Members who were present at the Annual General Meeting and had not cast their votes electronically through e-voting were provided an opportunity to cast their votes by poll at the end of the meeting. It was further informed that there will be no voting by show of hands. The members were informed of the appointment of Mr. Sumit Kumar, Company Secretary in Practice & Proprietor of M/s S.K. Batra & Associates as the Scrutinizer for scrutinizing the E-Voting/Ballot at the Annual General Meeting in a fair and transparent manner.

Clarifications were given by the management to the queries raised by the shareholders & thereafter, the following Business items were transacted thereto:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 along with the reports of the Board of Directors & the Auditors thereon.
2. Re-appointment of Mrs. Renu Gupta (DIN: 00030849) as Director, who retires by rotation, and being eligible, offered herself for re-appointment.
3. Appointment of Mr. Neetesh Gupta (DIN: 00030782) as a Director of the Company.
4. Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Whole Time Director (designated as Executive Chairman) of the Company during the FY 2018-19.
5. Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the FY 2018-19.
6. Re-appointment of Mr. Ashok Gupta (DIN: 00277434) as a Whole-time Director, designated as Executive Chairman
7. Approval for increase in limit of Inter-corporate loans, Investments, Guarantee or security and acquisition.
8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of Companies Act.

The members were informed that the results of voting shall be declared within 48 (Forty Eight) hours from the conclusion of the AGM and the same shall be submitted to BSE Limited (www.bseindia.com), National Stock

OPTIEMUS INFRACOM LIMITED

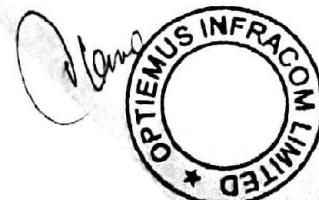
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Exchange of India Limited (www.nseindia.com), CDSL (www.evotingindia.com) and will also be posted on the website of the Company (www.optiemus.com).

The Chairman thanked the Shareholders for their active participation in the meeting. Thereafter, the meeting concluded at 11:00 A.M.

The Chairman requested the Scrutinizer to submit the results. Thereafter, Mr. Sumit Kumar gave his Report for E-Voting & Poll and accordingly all the resolutions were declared as passed.

For Optiemus Infracom Limited



Vikas Chandra

Company Secretary & Compliance Officer

Membership No.: A22263