



**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: 09<sup>th</sup> 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 05<sup>th</sup> 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](http://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 02<sup>nd</sup> 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 08<sup>th</sup> 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 02<sup>nd</sup> 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 09<sup>th</sup> August, 2019 and in Business Standard in Hindi language dated 09<sup>th</sup> 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, 08<sup>th</sup> 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, 08<sup>th</sup> 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.

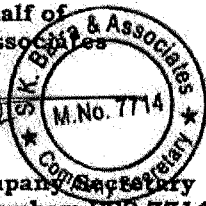
I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the Members of the Company. The postal ballot papers and all other relevant records relating 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



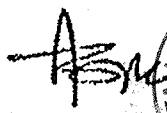
Date: 09<sup>th</sup> September, 2019  
Place: Noida (U.P)

Witnesses:

  
Richa Sethi

  
Sakshi Batra

Countersigned and received the Report  
For Optiemus Infracom Limited

  
Date: 09<sup>th</sup> September, 2019  
Place: Noida (U.P)

