

Ref. No. - OIL/CO/SE/2020-21/32

October 01, 2020

Listing Department  
**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai- 400 001

Listing Department  
**National Stock Exchange of India Ltd**  
Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051

Scrip Code: 530135

Symbol: OPTIEMUS

**Sub: Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

In furtherance to the proceedings of 27<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Wednesday, September 30, 2020 at 02:00 p.m. through Video Conferencing/Other Audio Visual Means, submitted by the Company, please find enclosed herewith the following:


1. Voting Results pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Combined Scrutinizer's Report on remove e-voting & e-voting at AGM pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Kindly note that all the resolutions as set out in the Notice of 27<sup>th</sup> Annual General Meeting stand passed with requisite majority

You are requested to take note of the same on your records.

Thanking You,

Yours Faithfully,  
**For Optiemus Infracom Limited**

  
**Vikas Chandra**  
Company Secretary & Compliance Officer

**Enclosure: As above**

**OPTIEMUS INFRACOM LIMITED**

CIN : L64200DL1993PLC054086

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

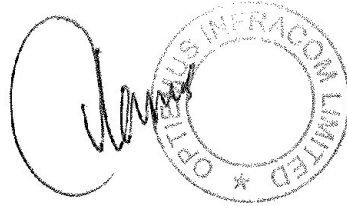
P.: 011-29840906 | Fax: 011-29840908

Corp. Office: Plot no.-2A, 1st Floor, Wing-A, Sector-126, Noida-201301 (U.P.)

P.: 0120-6726800, 805, 806, 807, 809, 810 | www.optiemus.com

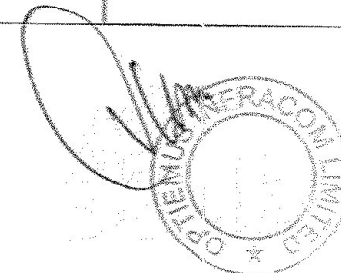
**VOTING RESULTS OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

A.	Date of AGM	30 <sup>th</sup> September, 2020
B.	Total Number of Shareholders as on Record Date	4387
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:	2 45


  
 A circular stamp with the text "OPTULUS INFRACOM LIMITED" and a star symbol is visible next to a handwritten signature.

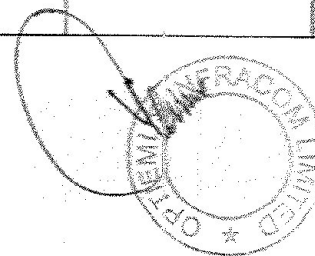
Agenda-wise disclosure

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020 and the Reports of Board of Directors and Auditors thereon								
Resolution Required (Ordinary/Special)							Ordinary	
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 – Institutions	E-Voting	5623	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		5623	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	21508027	7226958	33.60	7226912	46	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		21508027	7226958	33.60	7226912	46	100.00
<b>Total</b>		<b>85814191</b>	<b>71527499</b>	<b>83.35</b>	<b>71527453</b>	<b>46</b>	<b>100.00</b>	<b>0</b>



2. Re-appointment of Mr. Neetesh Gupta (DIN: 00030782) as director, who retires by rotation and being eligible, offered himself for re-appointment

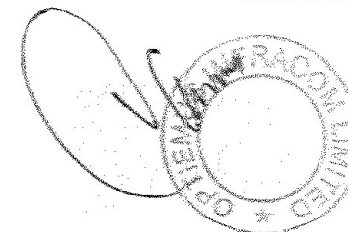
Resolution Required (Ordinary/Special)							Ordinary	
Whether Promoter/promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of 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 - Institutions	E-Voting	5623	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		5623	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	21508027	7226958	33.60	7226912	46	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		21508027	7226958	33.60	7226912	46	100.00
Total		85814191	71527499	83.35	71527453	46	100.00	0





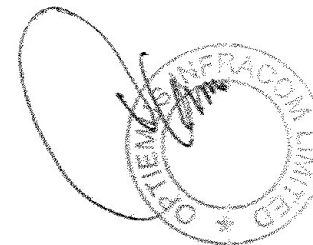
3. Re-appointment of Mr. Naresh Kumar Jain (DIN: 01281538) as an Independent Director

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 - Institutions	E-Voting	5623	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		5623	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	21508027	7226958	33.60	7226912	46	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		21508027	7226958	33.60	7226912	46	100.00
<b>Total</b>		<b>85814191</b>	<b>71527499</b>	<b>83.35</b>	<b>71527453</b>	<b>46</b>	<b>100.00</b>	<b>0</b>



4. Ratification/Approval of Material Related Party Transactions

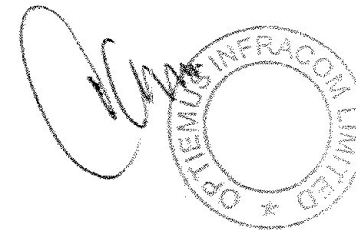
Resolution Required (Ordinary/Special)							Ordinary	
Whether Promoter/promoter group are interested in the agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of 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	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	64300541	0	0.00	0	0	0.00	0
Public - Institutions	E-Voting	5623	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	5623	0	0.00	0	0	0.00	0
Public-Non Institutions	E-Voting	21508027	7226958	33.60	7226912	46	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	21508027	7226958	33.60	7226912	46	100.00	0
Total		85814191	7226958	8.42	7226912	46	100.00	0



5. Approval of Related Party Transactions								
Resolution Required (Ordinary/Special)							Ordinary	
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	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	64300541	0	0.00	0	0	0.00	0
Public - Institutions	E-Voting	5623	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	5623	0	0.00	0	0	0.00	0
Public-Non Institutions	E-Voting	21508027	7226958	33.60	7226911	47	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	21508027	7226958	33.60	7226911	47	100.00	0
Total		85814191	7226958	8.42	7226911	47	100.00	0

For Optemus Infracom Limited

Vikas Chandra  
Company Secretary & Compliance Officer





**S.K. BATRA & ASSOCIATES**

**Company Secretaries**

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

ICSI unique code: I2008DE633100

To  
The Chairman  
27<sup>th</sup> Annual General Meeting of  
Optiemus Infracom Limited  
K-20, 2nd Floor Lajpat Nagar-II,  
New Delhi DL 110024

**Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and E-voting at the 27<sup>th</sup> Annual General Meeting of Optiemus Infracom Limited held on 30<sup>th</sup> September, 2020 through VC/OAVM, without the physical presence of the Members at a common venue.**

Dear Sir,

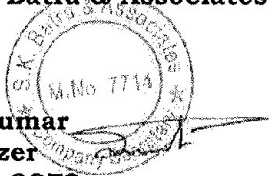
We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by the members during the 27<sup>th</sup> Annual General Meeting of your Company held on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing (VC) or other Audio-Visual Means (OAVM).

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.

**Thanking you**

**Yours Sincerely  
For S.K. Batra & Associates**

**Sumit Kumar  
Scrutinizer  
C. P. No. 8072**



Date: 01.10.2020  
Place: New Delhi  
UDIN: F007714B000832054

## SCRUTINIZER'S REPORT ON E-VOTING

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

<b>Name of the Company</b>	<b>Optiemus Infracom Limited</b>
<b>Meeting</b>	<b>27<sup>th</sup> Annual General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Wednesday, 30<sup>th</sup> September, 2020 at 2:00 PM</b>
<b>Deemed Venue</b>	<b>Registered Office of the Company situated at K-20, II<sup>nd</sup> Floor, Lajpat Nagar-II, New Delhi-110024</b>
<b>Mode</b>	<b>Video Conferencing (VC)/other Audio-Visual Means (OAVM)</b>

### 1. Appointment as Scrutinizer

Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the "Company") on 29<sup>th</sup> August, 2020, I, Sumit Kumar, Practicing Company Secretary, holding Membership Number FCS 7714, was appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Wednesday, the 30<sup>th</sup> day of September, 2020 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time. Our responsibility as a scrutinizer was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice convening the AGM

2.1 Pursuant to MCA Circulars and SEBI Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively advertisement was published in Financial Express, English (All Editions) dated and in Jansatta, Hindi (Delhi Edition) Newspaper dated September 02, 2020 specifying the date and time of the AGM, availability of Notice of the AGM along with the Annual Report 2019-20 on the Company's website [www.optiemus.com](http://www.optiemus.com) under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.



2.2 The Company uploaded the notice of AGM along with the Annual Report 2019-20 on the Company's website [www.optiemus.com](http://www.optiemus.com) under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

2.3 The Company informed that the notice of AGM along with the Annual Report 2019-20 was sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and those who have applied to register their email ids after the newspaper advertisement.

### **3. Cut-off Date**

Voting Rights were reckoned as on Wednesday, 23<sup>rd</sup> September, 2020, being the cutoff date for the purpose of deciding the entitlements of the members for remote e-voting and e-voting during the AGM.

### **4. Remote e-voting Process**

#### **4.1 Agency**

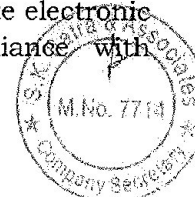
The Company engaged Central Depository Services (India) Limited ("**CDSL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 27<sup>th</sup> Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 30<sup>th</sup> day of September, 2020. CDSL had set up e-voting facility on their website, [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

#### **4.2 Remote e-voting period**

The e-voting facility was kept open from Sunday, 27<sup>th</sup> September, 2020 (9.00 A.M.) to Tuesday, 29<sup>th</sup> September, 2020 (5.00 P.M) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by CDSL.

### **5. Voting at AGM**

5.1 In the view of the massive outbreak of the COVID-19 pandemic, social distancing is the norm to be followed. The Annual General Meeting (AGM) of the Company was held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 2:00 P.M. through VC / OAVM and the voting for the items had been transacted as per the Notice of this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with





the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies(Management and Administration) Rules, 2014, as amended from time to time, and the General Circular No. 14/2020 dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolution by the companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated May,5 2020, in relation to "Clarification on holding of Annual General Meeting(AGM) through VC / OAVM" all issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars) and Regulation 44 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

5.2 Since this AGM was pursuant to the Circular issued by Ministry of Corporate Affairs having circular no. 20/2020 dated May 05, 2020 read along with MCA circular dated April 08, 2020, and April 13, 2020 and SEBI circular dated May 12, 2020 through VC / OAVM, physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also dispensed with.

5.3 Members attending the meeting through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

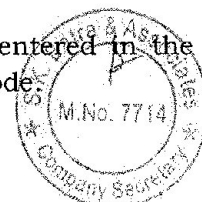
5.4 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration)Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after the closure of the period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP, ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

5.5 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who has cast their votes through e-voting.

## **6. Counting Process**

6.1 At the end of the voting period on September 29, 2020 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 30, 2020, the votes cast through remote e-voting and e-voting by members at the AGM facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Gurbani Kaur and Ms. Richa Sethi who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.

6.2 Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.



## 7. Result

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

### AGENDA ITEM NO.: 1 - ORDINARY BUSINESS BY ORDINARY RESOLUTION

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	97	71417353	3	110100	100	71527453	100
Dissent	10	46	0	0	10	46	0
Total	107	71417399	3	110100	110	71527499	100

### AGENDA ITEM NO.: 2 - ORDINARY BUSINESS BY ORDINARY RESOLUTION

**TO APPOINT A DIRECTOR IN PLACE OF MR. NEETESH GUPTA (DIN: 00030782), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	97	71417353	3	110100	100	71527453	100
Dissent	10	46	0	0	10	46	0
Total	107	71417399	3	110100	110	71527499	100

### AGENDA ITEM NO.: 3 - SPECIAL BUSINESS BY SPECIAL RESOLUTION

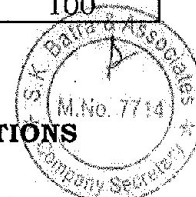
**TO RE-APPOINT MR. NARESH KUMAR JAIN (DIN: 01281538) AS AN INDEPENDENT DIRECTOR**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	97	71417353	3	110100	100	71527453	100
Dissent	10	46	0	0	10	46	0
Total	107	71417399	3	110100	110	71527499	100

### AGENDA ITEM NO.: 4 - SPECIAL BUSINESS BY ORDINARY RESOLUTION

**TO RATIFY/APPROVE MATERIAL RELATED PARTY TRANSACTIONS**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	90	7116812	3	110100	93	7226912	100
Dissent	10	46	0	0	10	46	0
Total	100	7116858	3	110100	103	7226958	100





**AGENDA ITEM NO.: 5 - SPECIAL BUSINESS BY ORDINARY RESOLUTION**

**TO APPROVE RELATED PARTY TRANSACTIONS**

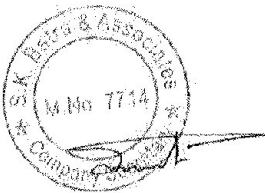
Particulars	Remote e-voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	89	7116811	3	110100	92	7226911	100
Dissent	11	47	0	0	11	47	0
Total	100	7116858	3	110100	103	7226958	100

All the resolutions contained in the notice dated 29<sup>th</sup> August, 2020 calling 27<sup>th</sup> Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote e-voting and E-voting done by the members of the Company at the Annual General Meeting. All relevant records relating to remote e-voting and e-voting at the Annual General Meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

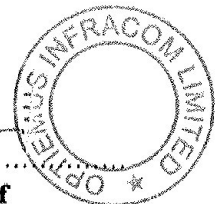
**Yours Sincerely**  
**For S.K. Batra & Associates**



**SUMIT KUMAR**  
**SCRUTINIZER**  
**C. P. No. 8072**  
**UDIN: F007714B000832054**

**Place : New Delhi**  
**Date : 01.10.2020**

**Counter Signed by**



**Chairman of AGM of**  
**Optiemus Infracom Limited**

**Witness 1: Gurbani Kaur**

**Witness 2: Richa Sethi**