

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Wednesday, the 30th Day of September, 2020 at 02:00 P.M. IST through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at K-20, IInd Floor, Lajpat Nagar-II, New Delhi-110024.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Naresh Kumar Jain (DIN: 01281538) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Naresh Kumar Jain (DIN: 01281538), who was appointed as an Independent Director and holds office of Independent Director up to 27th October, 2020 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from 28th October, 2020 to 27th October, 2025.”

4. To ratify/approve material Related Party Transactions

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transaction(s), consent of the members of the Company be and is hereby accorded to confirm, ratify and approve all the existing material contacts/ arrangements/ transactions/ agreements entered into by the Company (including any modifications, alterations, amendments or renewal thereto) during the financial year 2019-20, in the ordinary course of business and on arm’s length basis with Optiemus Electronics Limited (“OEL”), subsidiary company, being a ‘Related Party’ within the meaning of the Companies Act, 2013 and the Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to above resolution and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings etc. as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

5. To approve Related Party Transactions

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into contract(s)/ arrangement (s)/ transaction(s)/agreement(s) (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) with Optiemus Electronics Limited, Teleecare Network India Private Limited and International Value Retail Private Limited, Related Parties within the meaning of the Companies Act, 2013 and the Listing Regulations, on such terms and conditions as may be mutually agreed upon, upto the below mentioned maximum amount, from the financial year 2020-21 and onwards provided, however the contract(s)/ arrangement(s)/ transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	Maximum Value of contract/arrangement/ transactions (Per Annum) w.e.f. 1 st April, 2020
1.	Optiemus Electronics Limited	Subsidiary Company	Sale, purchase or supply of any goods or material	Rs. 1,000/- Crore
2.	Teleecare Network India Private Limited	Associate Company	Sale, purchase or supply of any goods or material	Rs. 500/- Crore
3.	International Value Retail Private Limited	Related Party influenced by Directors or Key Managerial Personnel	Sale, purchase or supply of any goods or material	Rs. 500/- Crore

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign and execute necessary documents and papers as may be required in this regard and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**By order of the Board
For Optiemus Infracom Limited**

**Date: August 29, 2020
Place: Noida (U.P.)**

**Vikas Chandra
Company Secretary & Compliance Officer**

NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country and due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 05, 2020 read with Circular dated April 08, 2020, April 13, 2020 and June 15, 2020 (collectively referred to as "MCA Circulars"), permitted holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
2. **Dispatch of Annual Report and Notice of AGM through electronic mode:**

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date (28.08.2020). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.optiemus.com under Investor Portal Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 3 to 5 to be transacted at the AGM is annexed hereto.
4. In respect of Item No. 2 & 3 a statement giving additional information on the Directors appointment/re-appointment is annexed hereto as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.
5. At the 24th AGM held on 8th December, 2017, the Members approved the appointment of M/s. Mukesh Raj & Co., Chartered Accountants (Firm Registration No. 016693N), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of 29th AGM, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to ratification of their appointment, by members at every AGM has been removed by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Scrutinizer a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at their e-mail skbatrapcs@gmail.com with a copy marked to www.evotingindia.com.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

9. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
10. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs.vikas@optiemus.com.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).
14. Members are requested to update immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ("Beetal") at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.
15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. '*E-Communication Registration Form*' is enclosed with the Notice. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062 and / or to their respective depository participants if the shares are held in electronic form.
16. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's Registrar and Share Transfer Agent.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be

transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL. The detailed instructions for e-voting and joining the AGM through VC/OAVM are annexed to this notice.

20. The E-voting shall commence on Sunday, 27th September, 2020 at 9:00 A.M. IST and shall remain open till Tuesday, 29th September, 2020 at 5:00 P.M. IST. Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
21. The Board has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
22. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.optiemus.com and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
23. The recorded transcript of the ensuing AGM to be held on 30th September, 2020, shall also be made available on the website of the Company under Investor Relation Section, as soon as possible after the meeting is over.
24. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
25. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request to the Registrar and Share Transfer Agent of the Company.
26. Investor Grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@optiemus.com to enable investors to register their complaints/requests, if any.

Item No. 3

Mr. Naresh Kumar Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on October 28, 2015 as Non-Executive Independent Director. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. The first term of Mr. Jain as an Independent Director of the Company is going to expire on 27th October, 2020.

Based upon the recommendation of Nomination and Remuneration Committee and Board of Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jain, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of five consecutive years from from October 28, 2020.

Mr. Naresh Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as an Independent Director.

The Company has also received a declaration from Mr. Jain that he meets the criteria of Independence as prescribed under Section 149 of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, in the opinion of the Board, Mr. Naresh Kumar Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules thereunder and SEBI Listing Regulations. Mr. Jain is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile and particulars of Mr. Naresh Kumar Jain is given below:

Mr. Naresh Kumar Jain is a science graduate and has completed his law degree from Delhi University in 1974. He is a fellow member of the Institute of Company Secretaries of India and an honorary fellow member of The Institute of Certified Public Secretaries – Kenya. He has an experience of more than 46 years in the field of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance which includes more than 35 years of managerial experience in senior positions. He retired as the Secretary and CEO of The Institute of Company Secretaries of India. Under his leadership, the Institute recorded an outstanding growth and development on all fronts.

Mr. Jain has attended a week long Board Leadership Programme, South Asia, organised by Global Corporate Governance Forum, IFC, World Bank Group in Washington, DC and was a faculty in "Train the Trainer-Corporate Governance Board Leadership Programme" organised by Global Corporate Governance Forum, IFC, World Bank Group, Washington, DC in Mumbai and New Delhi.

He is a widely travelled and has addressed various national and international seminars, conferences and workshops on diverse issues including Corporate Governance organised by OECD, GCGF, INSOL International, Indo-UK Task Force on Corporate Affairs, ICGN, IFCS, CSIA, Cass Business School, London, CMDA, etc. He has also authored several articles which have been published in various national economic newspapers, journals and professional magazines. He has been a member of various high powered committees and groups of apex industry associations, government and regulatory bodies, academic institutions, international associations including the Ministry of Corporate Affairs, Planning Commission, SEBI, National Foundation for Corporate Governance, IGONU, IFCS, CSIA, etc. Presently he is a member of ASSOCHAM National Council for Corporate Affairs & CSR, a Partner of Global FinServe LLP, an Independent Director and a regular faculty in seminars/conferences/ workshops organised by ASSOCHAM, IOD, IICA, ICSI, ICAI, ICWAI etc.

Mr. Jain is presently a Corporate Advisor and Trainer for Board leadership teams on diverse subjects with

focus on Corporate Governance, Board's roles, responsibilities and liabilities, corporate compliance management, Sustainability etc.

In the opinion of the Board, Mr. Jain fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his re-appointment as a Non-Executive Independent Director of the Company. Copy of the draft letter for appointment of Mr. Jain as a Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Corporate Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jain as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to re-appointment of Mr. Jain as an Independent Director for another term of five consecutive years with effect from October 28, 2020 to October 27, 2025, for the approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. Naresh Kumar Jain and his relatives.

Additional details regarding profile of Mr. Jain is given in **Annexure-1** to this Notice.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for approval of the members.

Item No. 4

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into with a related party individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company has entered into sale/purchase transactions as given below in the ordinary course of business and at arm's length basis with Optiemus Electronics Limited ("OEL") which is a 'Related Party' as per the provisions of Companies Act, 2013.

Members may please note that based on the criteria as mentioned above in the Listing Regulations, transactions with OEL is "Material" and therefore, requires approval of the shareholders by way of Ordinary Resolution.

Based upon the recommendation of Audit Committee, the Board of Directors in its meeting dated 30th July, 2020 accorded its approval to propose the said matter before the shareholders for obtaining their approval.

S. No.	Particulars	Description
1.	Name of the related party	Optiemus Electronics Limited
2.	Name of the director or key managerial personnel who is related, if any	Mr. Ashok Gupta and Mr. Neetesh Gupta

S. No.	Particulars	Description
3.	Nature of Relationship	Subsidiary Company Mr. Ashok Gupta, Mr. Neetesh Gupta and Mr. Gautam Kanjilal are common directors in Optiemus Infracom Limited and Optiemus Electronics Limited. Mrs. Renu Gupta, being relative of Mr. Ashok Gupta and Mr. Neetesh Gupta may be considered as indirectly interested.
4.	Nature, material terms and particulars of the contract or arrangements	Sale, Purchase or Supply of goods or material in the ordinary course of business and on arm's length basis.
5.	Transactions Value	Rs. 14,838 Lakhs
6.	Period of transaction	Financial Year 2019-20

Regulation 23 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the Related parties shall abstain from voting on such resolutions, therefore, none of the related party will vote on the Resolution No. 4 of the Notice.

Mr. Ashok Gupta, Mr. Neetesh Gupta, and Gautam Kanjilal are common Directors in both the Companies and Mrs. Renu Gupta, being relative of Mr. Ashok Gupta and Mr. Neetesh Gupta may also be deemed to be interested or concerned in the resolution specified in Item No. 4 of the Notice. Except them no other Director and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out at Item No. 4 of the Notice for the approval of members.

Item No. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into with a related party individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company in its ordinary course of business and/or on arm's length basis sources mobile phone and allied products from different mobile phone and related products/accessories manufacturer and traders in India and outside India. Given that Optiemus Electronics Limited ("OEL") is a manufacturer and trader of mobile phones and Teleecare Network India Private Limited ("Teleecare") and International Value Retail Private Limited ("IVR") are whole sale and retail trader of mobile phone and allied products at large scale, the Company also purchases products from these companies and has existing contracts/arrangements with these companies. The purchase of products/material from these companies is dependent on the requirement of the Company for its business from time to time.

The Company envisages that the transaction(s) entered/to be entered into with OEL, Teleecare and IVR whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during the financial year 2020-21.

OEL, Teleecare and IVR falls under the category of a related party of the Company in terms of the provisions of the Companies Act, 2013 and Listing Regulations. Thus, the Company, requires approval of the shareholders through an ordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with OEL, Teleecare and IVR.

Approval of the Members is sought to authorise the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties subject to the limits mentioned in the table below.

The relevant information is as follows:

S. No.	Particulars	Description		
		Optimus Electronics Limited	Teleecare Network India Private Limited	International Value Retail Private Limited
1.	Name of the related party	Optimus Electronics Limited	Teleecare Network India Private Limited	International Value Retail Private Limited
2.	Name of the director or key managerial personnel who is related, if any	Mr. Ashok Gupta, Mr. Neetesh Gupta and Mrs. Renu Gupta	Mr. Ashok Gupta, Mr. Neetesh Gupta and Mrs. Renu Gupta	Mr. Ashok Gupta, Mr. Neetesh Gupta and Mrs. Renu Gupta
3.	Nature of Relationship	Subsidiary Company Mr. Ashok Gupta and Mr. Neetesh Gupta are common directors in both companies. Mrs. Renu Gupta, being relative of Mr. Ashok Gupta and Mr. Neetesh Gupta may be deemed as indirectly interested. Mr. Gautam Kanjilal is Independent Director in both companies and not falling under the definition of related party.	Associate Company Mr. Ashok Gupta, Mr. Neetesh Gupta and Mrs. Renu Gupta are common directors and shareholders in both companies.	Group Company over which control exist Mr. Neetesh Gupta is director in both Companies. Mr. Ashok Gupta and Mrs. Renu Gupta, being relative of Mr. Neetesh Gupta may be deemed as indirectly interested.
4.	Nature, material terms and particulars of the contract or arrangements	Purchase of goods/ material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of Company's business.	Purchase of goods/ material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of Company's business.	Purchase of goods/ material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of Company's business.
5.	Monetary Value/ Maximum Value of Transaction per annum	Rs. 1,000 Crore	Rs. 500 Crore	Rs. 500 Crore
6.	Any advance paid or received for the arrangement, If any.	As per industry norms, and uses.	As per industry norms, and uses.	As per industry norms, and uses.
7.	Period of transactions	Financial Year 2020-21 and onwards	Financial Year 2020-21 and onwards	Financial Year 2020-21 and onwards

All related parties shall abstain from voting on the resolution set out at Item No. 5 of the Notice as per the provisions of Listing Regulations.

Except Mr. Ashok Gupta, Mr. Neetesh Gupta, Mrs. Renu Gupta, being common directors and members and their relatives to the extent of their shareholding interest, if any, in the Company, no other Director and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out at Item No. 5 of this Notice for the approval of members.

**By order of the Board
For Optiemus Infracom Limited**

**Date: August 29, 2020
Place: Noida (U.P.)**

**Vikas Chandra
Company Secretary & Compliance Officer**

Annexure – 1
ANNEXURE TO ITEMS 2 AND 3 OF THE NOTICE
Profile of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Neetesh Gupta	Mr. Naresh Kumar Jain
DIN	00030782	01281538
Age	35 Years	67 Years
Qualifications	Master's Degree in Business Management	Bachelor in Science, Bachelor in Law, Fellow Company Secretary
Experience (including expertise in specific functional area) / Brief resume	Mr. Neetesh Gupta holds Master's Degree in Business Management from Nottingham University, England and has rich experience in telecommunication sector. He is also serving as director in various group companies. His entrepreneurship abilities landed him into being Promoter and director of the Company with a vision to take this Company to new heights. He is also a member of Stakeholders Relationship Committee and Operations and Administration Committee of the Company.	Mr. Naresh Kumar Jain is a science graduate and has completed his law degree from Delhi University in 1974. He is a fellow member of the Institute of Company Secretaries of India and an honorary fellow member of The Institute of Certified Public Secretaries – Kenya. He has an industry experience of more than 46 years in the areas of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance, which includes more than 35 years of managerial experience in senior positions. He is well-versed with the provisions of Companies Act, SEBI Regulations, FEMA, NBFC and other statutory laws.
Date of first appointment on the Board	October 12, 2018	October 28, 2015
Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)	Nil	Nil
Shareholding in the Company as on 31st March, 2020	52,14,607 equity shares of Rs. 10/- each	NIL
Directorships held in other Companies as on 31st March, 2020	<ol style="list-style-type: none"> 1. Techtube Media Works Private Limited 2. Fidelity Logistic Limited (Formerly Pinewood Agencies Limited) 3. Teleecare Network (India) Private Limited 4. Skyweb Infotech Limited 5. GDN Enterprises Private Limited 6. MPS Telecom Retail Private Limited 7. International Value Retail Private Limited 8. Optiemus Electronics Limited 9. Easycom Network Private Limited 10. Besmarty Technologies Private Limited (Formerly Besmarty Marketplace Private Limited) 	<ol style="list-style-type: none"> 1. Paisalo Digital Limited 2. Model Economic Township Limited

Name of Director	Mr. Neetesh Gupta	Mr. Naresh Kumar Jain
	11. Optiemus Telematics Private Limited 12. Optiaux Technologies Private Limited 13. Convenient Retail Private Limited (Formerly Eftdo Electronics Private Limited)	
Chairman/ Member of the Committees of the Board across all other public Companies of which he is a Director as on 31st March, 2020	Skyweb Infotech Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) Optiemus Electronics Limited - Operations and Administration Committee (Member)	Paisalo Digital Limited - Stakeholders Relationship Committee (Chairman) Model Economic Township Limited - Nomination and Remuneration Committee (Member) - Audit Committee (Member)
Inter-se relationships between Directors	Mr. Neetesh Gupta is son of Mr. Ashok Gupta (Whole-time Director & Executive Chairman) and Mrs. Renu Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP	None
No. of Board Meetings attended during the Financial year 2019-20	4 out of 7	7 out of 7

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 27th September, 2020 at 9:00 A.M. IST and ends on Tuesday, 29th September, 2020 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Optiemus Infracom Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the RTA e-mail id beetal@beetalfinancial.com and beetalrta@gmail.com.
2. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA e-mail id beetal@beetalfinancial.com and beetalrta@gmail.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 30 (Thirty) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at the email id of the Company info@optiemus.com and cs.vikas@optiemus.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at info@optiemus.com and cs.vikas@optiemus.com. These queries will be replied to by the company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; skbatrapcs@gmail.com and info@optiemus.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xix) Mr. Sumit Kumar, Practicing Company Secretary, having their office at 3393, 1st Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxi) The results declared along with the consolidated Scrutinizer’s report shall be placed on the website of the Company www.optiemus.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges. The results of the voting along with the consolidated Scrutinizer’s report will also be displayed at the Notice Board at the Registered Office of the Company.

E-COMMUNICATION REGISTRATION FORM

I agree to receive all communication from the Company in electronic mode. Please register my Email-id in your records for sending communication through e-mail as per the details given below:

Folio No. : _____
(For shares held in physical mode)

DP ID : _____

Client ID : _____

Name of First Registered Holder : _____

Registered Address : _____

Email ID of the First Registered Holder
(in capital letters) : _____

Date:

Signature of the First Registered Shareholder

Important Notes:

1. On registration, all the communication will be sent to the Registered Email-id.
2. Members are requested to keep informed as and when there is any change in their email addresses to their Depository Participant(s) in case the shares are held in Demat Mode and to the RTA of the Company or at the Registered Office of the Company in case the shares are held in physical mode.