

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Saturday, the 28th Day of September, 2019 at 10:30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Renu Gupta (DIN:00030849), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Neetesh Gupta (DIN: 00030782) as Director of the Company

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 recommendation of Nomination and Remuneration Committee of the Board, Board of Directors and provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Neetesh Gupta (DIN: 00030782), who was appointed by the Board of Directors as an Additional Non-Executive Director of the Company w.e.f. 12th October, 2018 and who holds office till the date of this Annual General Meeting and who is eligible for appointment, be and is hereby appointed as Director of the Company whose period of office shall be liable to retire by rotation.”

4. To approve the 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

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 the Board of Directors of the Company and Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm waiver of recovery of excess managerial remuneration of INR 84,42,890/- (Rupees Eighty Four Lacs Forty Two Thousand Eight Hundred and Ninety Only) paid to Mr. Ashok Gupta, Whole-Time Director, designated as Executive Chairman of the Company during the financial year 2018-19, due to inadequate profits during the financial year 2018-19.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, sign and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s)/Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

5. To approve the waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the FY 2018-19

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 the Board of Directors of the Company and Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm waiver of recovery of excess managerial remuneration of INR 36,32,018/- (Rupees Thirty Six Lacs Thirty Two Thousand Eighteen Only) paid to Mr. Hardip Singh, Whole-time Director of the Company during financial year 2018-19, due to inadequate profits during the financial year 2018-19.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, sign and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s)/Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.

6. To re-appoint Mr. Ashok Gupta (DIN: 00277434) as a Whole-Time Director, designated as Executive Chairman

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 of the Board and Board of Directors and pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in furtherance to the resolution passed by the members at the AGM held on 30th September, 2015, Mr. Ashok Gupta who was appointed as a Whole Time Director of the Company for a period of five years i.e. from 17th August, 2015 till 31st March, 2020, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from 01st April, 2020 to 31st March, 2023 on the following terms and conditions:

I. Remuneration:

- a. Basic Salary : INR 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month or as may be decided by the board from time to time.
- b. Bonus : As per the Company’s Schemes and Incentives & Other as may be decided by the Board from time to time.
- c. Motor Car : Provision of motor car with a chauffeur.
- d. Medical : As per rules of the Company’s Reimbursement Scheme.
- e. Leave Travel : As per rules of the Company’s Concession Scheme.
- f. Provident : As per rules of the Company’s Superannuation Scheme & other Funds.
- g. Gratuity : As per rules of the Company’s Scheme.
- h. Other allowances : Subject to any statutory ceiling/s, Executive Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

II. Commission:

The Board will decide the amount of commission payable to him based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

III. Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during his tenure as Whole Time Director, Mr. Ashok Gupta be paid the aforesaid remuneration as minimum remuneration for that year,

notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

- IV. Mr. Ashok Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Ashok Gupta as per the provisions of Section 197 read with Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution”.

7. Approval for increase in limit of Inter-corporate loans, Investments, Guarantee or security and acquisition

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 provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force) and such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to (i) give loans to any person or other body corporate (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, however, that aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 600 Crores (Rupees Six Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to invest in the Company’s Subsidiary(ies), Joint Venture Company(ies), make loans to them; provide guarantees/security on their behalf, to person(s) on such terms and conditions as may be deemed fit and expedient by the Board of Directors of the Company as per the provisions prescribed under the Companies Act, 2013 read with rules made thereunder as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof.”

8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of Companies Act, 2013

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 provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Teleecare Network India Private Limited, MPS Telecom Retail Private Limited, Optiemus Electronics Limited, GDN Enterprises Private Limited, Skyweb Infotech Limited, being an entities covered under the category of ‘a person in whom any of the Director of the Company is interested’ as specified

in the explanation to sub section 2 of the Section 185 of the Companies Act, 2013, of an aggregate outstanding amount not exceeding INR 580 Crores (Rupees Five Hundred Eighty Crores) at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ Security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

Date: 30th August, 2019
Place: Noida (U.P.)

**Vikas Chandra
Company Secretary**

NOTES:

1. 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 8 to be transacted at the Annual General Meeting is annexed hereto.
2. In respect of Item No. 2, 3 & 6 a statement giving additional information on the Directors appointment/re-appointments annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.
3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed herewith for the use of members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to 'Vikas Chandra, Company Secretary, Optiemus Infracom Limited, K-20, Second Floor, Lajpat Nagar, Part – 2, New Delhi 110024' duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his identity at the time of attending the meeting.** Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Shareholders.
4. Corporate members intending to send their Authorized Representatives to attend the AGM, pursuant Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled Attendance Slip, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN Card/Passport/Aadhaar Card/ Driving License etc.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at its Registered Office at any time between 10:00 A.M. IST and 5:00 P.M. IST provided that not less than three days' notice in writing is given to the Company.
7. Statutory Registers including but not limited to the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting till the conclusion of AGM.
8. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered/corporate office address or by sending an E-mail to info@optiemus.com.
9. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the corporate office of the Company on all working days (Monday to Friday) during business hours, up to the date of Annual general Meeting.
10. 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.
11. 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.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 22nd September, 2019 to Saturday, 28th September, 2019 (both days inclusive).
13. 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.
14. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits the Companies to send soft copies of the annual report to all those shareholders who have registered their email address with the Company/RTA/Depository Participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their email address with the Company/RTA/Depository Participants. Accordingly, the Annual Report for 2018-19, Notice for Annual General Meeting and Attendance Slips are being sent in electronic mode to those shareholders who have registered their email address with the Company/RTA/Depository Participant. For those shareholders who have not opted for the above, the same are being sent in physical form.
15. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their e-mail address by sending the 'E-Communication Registration Form' (as annexed to the notice) duly filled and signed, to the RTA of the Company at M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062.
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 ("SEBI Listing Regulations"), as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from 1st April, 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 Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. The separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this notice.**
20. **The E-voting shall commence on Wednesday, 25th September, 2019 at 9:00 A.M. IST and shall remain open till Friday, 27th September, 2019 5:00 P.M. IST.**
21. The Board in its meeting held on 30th August, 2019 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.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (two) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forth with to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

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.

22. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
23. Members/Proxies/Authorized Representatives should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. No Attendance Slip will be distributed at the meeting. Members are requested not to bring any article, briefcase, hand bag, carry bag etc., as the same will not be allowed to be taken inside the meeting place for security reasons. Further, the Company or any of its officials shall not be responsible for their articles, bags etc., being misplaced, stolen or damaged at the Meeting place.
24. Members may note that the Notice of 26th Annual General Meeting and the Annual Report will be available on the Company's website www.optiemus.com.
25. A Route map showing Directions to the venue of the 26th Annual General Meeting and nearby prominent landmark is given at the end of this notice.
26. 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.
27. 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.

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

Date: 30th August, 2019
Place: Noida (U.P.)

**Vikas Chandra
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

On the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors of the Company at its meeting held on 12th October, 2018 appointed Mr. Neetesh Gupta (DIN: 00030782) as an Additional Director (Non-Executive) of the Company w.e.f. 12th October, 2018 pursuant to Section 161 (1) of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Neetesh Gupta will hold office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neetesh Gupta for the office of Director of the Company. The Company has received from Mr. Gupta, his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Also, a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority has been received from Mr. Gupta.

Details regarding profile of Mr. Neetesh Gupta is given in **Annexure-1** to the notice.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 3, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

Item No. 4 & 5

The Members at Annual General Meetings held from time to time had by way of Ordinary Resolutions approved the appointment and remuneration of the following Executive Directors, on the terms and conditions as mentioned therein:

S. No	Name	Term	Date of AGM in which ordinary Resolution was passed	Date of expiration of term
1	Mr. Ashok Gupta	5 years	30 th September, 2015	31 st March, 2020
3	Mr. Hardip Singh	5 years	30 th September, 2016	30 th September, 2021

Now, as per the provisions of Companies Act, 2013 (the 'Act') read with Schedule V, the maximum remuneration that could be paid to its managerial personnel is 5% individually and 10% collectively of the net profit calculated as per Section 198 of the Companies Act, 2013.

At the time of their re-appointment, the Company had adequate profits and the remuneration paid / payable to Mr. Ashok Gupta and Mr. Hardip Singh was well within the limits prescribed under the Companies Act, 2013. However, during the last couple of years, the Indian Telecom Industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level of INR 40107 Lacs and the Profit before tax and exceptional items fell to INR 187 Lacs registering an unexpected decline of 94.88% over the previous year. The Net Profit of the Company for the financial year 31st March, 2019 stood at INR 222 Lacs as compared to Net Profit of INR 2,469 Lacs earned during the previous year.

Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2019 did not meet expectations and it is possible that the Company may also have inadequate profits in coming years. As a result of the above, the remuneration paid to Mr. Ashok Gupta and Mr. Hardip Singh for the financial year 2018-19 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The table below shows the total remuneration paid including excess amount paid to managerial personnel for the financial year ended 31st March, 2019 under Section 197 of the Companies Act, 2013:

(Amount in INR)

Particulars	Salary & Perquisites paid	Maximum permissible limit	Excess Payment
Mr. Ashok Gupta Executive Chairman	90,00,000	5,57,110	84,42,890
Mr. Hardip Singh Whole Time Director	41,89,128	5,57,110	36,32,018

Considering the contribution of these managerial personnel to the Company, it is apt and justifiable to waive off the excess remuneration paid due to inadequate profits.

The Nomination and Remuneration Committee and the Board of Directors have at their respective meetings held on 30th August, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of recovery of excess managerial remuneration paid by the Company to Mr. Ashok Gupta and Mr. Hardip Singh during the financial year 2018-19, in the interest of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 4 and Mr. Hardip Singh and his relatives to the extent of their shareholding interest, if any, in the Company for Item No. 5, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 4 and 5 respectively.

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given in the **Annexure-2** to the Notice in regard of both Mr. Ashok Gupta and Mr. Hardip Singh.

The Board recommends the Special Resolutions set out at Item No. 4 & 5 of the Notice for the approval of the Members.

Item No. 6

Mr. Ashok Gupta was re-appointed as a Whole Time Director, designated as Executive Chairman of the Company with effect from 17th August, 2015 for a period of 5 (Five) years i.e. from 17th August, 2015 till 31st March, 2020 pursuant to the approval by the members in Annual General Meeting held on 30th September, 2015 in terms of the provisions of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder. Accordingly, his term of office will expire on 31st March, 2020.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 30th August, 2019 has, subject to the approval of shareholders, re-appointed Mr. Ashok Gupta as Whole-time Director, designated as Executive Chairman of the Company for a further term of 3 (Three) years w.e.f. 01st April, 2020 on such terms and conditions as mentioned in the Resolution set out under Item No. 6 of the Notice.

The Company has received from Mr. Ashok Gupta his consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Details regarding profile of Mr. Gupta is given in **Annexure-1** to the notice.

Re-appointment of Mr. Ashok Gupta as Whole Time Director of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Ashok Gupta and remuneration payable to him is commensurate with his duties and responsibilities as the Whole Time Director and Executive Chairman of the Company. Therefore, the Special Resolution at Item No. 6 is placed before the members for their approval. The special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 6, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 6.

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given in the **Annexure-2** to the Notice in respect of Mr. Ashok Gupta.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

As per the provisions of Section 186 of the Companies Act, 2013 and as may be amended from time to time, the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted Committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. The Board accordingly recommends passing the Special resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

Item No. 8

Being a Group Company, the Company is expected to render support for the business requirements of other Companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company is unable to extend financial assistance by way of loan, guarantee or security to other entities in the Optiemus Group.

In the light of amendments effective from 7th May, 2018, replacing the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Accordingly, the Board of Directors at its meeting held on 13th August, 2019, have recommended the Special Resolution at Item No. 8 for members' approval for granting such loan or giving guarantee or providing security in connection with any such loan to such Companies as specified in resolution set out under Item No. 8 of the Notice of AGM.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities in the Optiemus Group. Hence, in order to enable the company to advance loan, give guarantee or provide security in respect of other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013, approval of members by way of Special Resolution is required to be obtained.

Except Mr. Ashok Gupta, Mrs. Renu Gupta and Mr. Neetesh Gupta, being Directors and/or members in Teleecare Network India Private Limited, MPS Telecom Retail Private Limited, Optiemus Electronics Limited, GDN Enterprises Private Limited, Skyweb Infotech Limited, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval of the Members.

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

Date : 30th August, 2019

Place : Noida (U.P.)

**Vikas Chandra
Company Secretary**

Annexure – 1

ANNEXURE TO ITEMS 2, 3 AND 6 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 and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mrs. Renu Gupta	Mr. Neetesh Gupta	Mr. Ashok Gupta
DIN	00030849	00030782	00277434
Age	55 Years	33 Years	60 years
Qualifications	Bachelor in Arts	Master's Degree in Business Management	Bachelor in Commerce
Experience (including expertise in specific functional area) / Brief resume	Mrs. Renu Gupta is a Graduate and having more than 17 years of exposure in the field of Telecom Industry. Mrs. Renu Gupta has a remarkable entrepreneurship quality and has been running all associated concerns successfully. As a Director, she is responsible for Business relations of the Company with other associations.	Mr. Neetesh Gupta holds Master's Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector. His entrepreneurship abilities landed him into being Promoter and director of the Company with a vision to take this Company to new heights.	Mr. Ashok Gupta has been on the Board of Directors of the Company since 2009. Mr. Gupta is responsible for overall operations of the Company. He is having a huge & knowledgeable experience of 39 years in the business activities in Telecom Industry, Construction, Import of Mobile Handset and Accessories. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments. He has promoted various companies in the field of Communication, Telecom, Construction and Allied Industries.
Date of first appointment on the Board	14 th August, 2014	12 th October, 2018	5 th January, 2009
Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions	On terms & conditions as set out under Item No. 6 of the notice of Annual General Meeting
Details of last drawn remuneration and proposed remuneration	Last Remuneration Drawn: Nil Proposed Remuneration: Nil	Last Remuneration Drawn: Nil Remuneration: Nil	Last Remuneration Drawn: 90 Lakh Proposed Remuneration: 90 Lakh
Shareholding in the Company as on 31st March, 2019	69,81,111 equity shares of INR 10/- each	52,14,607 equity shares of INR 10/- each	57,54,894 equity shares of INR 10/- each
Directorships held in other Companies as on 31st March, 2019	<ol style="list-style-type: none"> 1. Techtube Media Works Private Limited 2. Mobiphone Network India Limited 3. Eye Detectives And Investigations private Limited 4. G R A Enterprises Private Limited 5. Param Exports And Construction Private Limited 6. Skyweb Infotech Limited 	<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 Marketplace Private Limited 	<ol style="list-style-type: none"> 1. Mobiphone Network India Limited 2. G R A Enterprises Private Limited 3. Param Exports And Construction Private Limited 4. Optiemus Electronics Limited 5. My Mobile Infomedia Private Limited 6. Telex Links India Private Limited 7. Besmarty Marketplace Private Limited 8. Insat Exports Private Limited 9. Optiemus Telematics Private Limited 10. Eftdo Electronics Private Limited

Name of Director	Mrs. Renu Gupta	Mr. Neetesh Gupta	Mr. Ashok Gupta
		11. Optiemus Telematics Private Limited 12. Optiaux Technologies Private Limited 13. Eftdo Electronics Private Limited <i># ceased to be associated as Director w.e.f. 24th May, 2019</i>	
Committee memberships held as on 31st March, 2019	None	Skyweb Infotech Limited - Audit Committee- Member - Nomination and Remuneration Committee – Member Optiemus Electronics Limited - Operations and Administration Committee – Member	Optiemus Infracom Limited - Stakeholders Relationship Committee-Member - Operations and Administration Committee – Member
Inter-se relationships between Directors	Mrs. Renu Gupta is wife of Mr. Ashok Gupta (Whole-time Director & Executive Chairman) and mother of Mr. Neetesh Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP	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	Mr. Ashok Gupta (Whole-time Director & Executive Chairman), is Husband of Mrs. Renu Gupta (Non-Executive Director) and father of Mr. Neetesh Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP
No. of Board Meetings attended during the Financial year 2018-19	5 of 10	*4 of 10	9 of 10

* Mr. Neetesh Gupta was appointed on the Board w.e.f. 12th October, 2018. In his period of office, 4 Board Meetings were held and he attended all the 4 Board Meetings.

Annexure-2

Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of schedule V of the Companies Act, 2013 in respect of item No. 4 to 6 of the notice is as follows:

I. GENERAL INFORMATION

1. Nature of Industry

The Company was incorporated on 17th June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged in diversified business and has experience in managing, distributing and manufacturing various mobile brands and other telecommunication products in India. Also, the Company is engaged in Real Estate business and owns a real estate project in Noida.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

4. Financial performance based on given indicators

(INR in Lacs)

Particulars	Year ended on 31.03.2019	Year ended on 31.03.2018	Year ended on 31.03.2017
Total Revenue	45,422	62,269	109,210
Total Expenses	45,235	58,615	107,871
Profit before Exceptional & Extraordinary Items and Tax	187	3,654	1,339
Exceptional Items	-	-	-
Profit Before Tax	187	3,654	1,339
Profit After Tax	222	2,469	975
Earnings per equity share	0.27	2.87	1.17

5. Foreign Investments or collaborations, if any

The Company has joined hands with Canada based Mobile brand "Blackberry". Having signed an Exclusive licensing agreement with Blackberry, Optiemus has qualified itself to design, sell, promote and provide customer support service for blackberry mobile devices in India, Sri Lanka, Nepal & Bangladesh. Apart from having one overseas subsidiary viz. Optiemus Infracom (Singapore) Pte Limited, Company has also made an investment of INR 479 lacs in M/s Illumi Solutions Inc.

II. INFORMATION ABOUT APPOINTEE / MANEGERIAL PERSONNEL

Particular	Ashok Gupta	Hardip Singh
Background Details	Mr. Ashok Gupta, Executive Chairman, is serving on the Board since January, 2009. He holds the degree of Bachelor in Commerce and is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors and carry out such duties is entrusted to him by the Directors. He is having a huge & knowledgeable experience of 39 years in Telecom Industry. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments.	Mr. Hardip Singh is serving the Board since November, 2011. Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company. He did diploma in Marketing Management and holds a Bachelor's degree in Arts (Economic Honors). Mr. Singh's Broad experience of over 25 years in marketing, distribution and business development has proved to be very beneficial for the Company.
Past Remuneration (CTC for FY 2017-18)	INR 90 Lacs. There is no increase in remuneration during last three years.	INR 74 Lacs. There is no increase in remuneration during last three years.

Recognition or awards	None	None
Job Profile and his suitability	Mr. Ashok Gupta is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors	Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company.
Remuneration proposed	Waiver of remuneration as specified under Resolution No. 4 & proposed remuneration as per resolution set out under Item No. 6.	Waiver of remuneration as specified under Resolution No. 5.
Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Whole Time Director.
Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any	Mr. Ashok Gupta holds 5754894 Equity shares in the Company and is promoter of the Company. There is no inter – se relationship between the managerial personnel.	Mr. Hardip Singh doesn't holds any equity shares in the Company in his personal capacity. There is no inter-se relationship between the managerial personnel.

III. OTHER INFORMATION

1. Reasons of inadequate Profit

During the last couple of years, the Indian Telecom industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level registering an unexpected decline of profit over the previous year. Apart from this, competition from Chinese smartphone shipments which rose in immense volumes since last 3-4 years, also resulted in low sales resulting in low profits and inadequate profits.

2. Steps taken or proposed to be taken for improvement

Launched Various Products

During the FY 2018-19, the Company launched Android Mobile Phone BlackBerry® Evolve', 'BlackBerry® EvolveX' and Kult Inspire. Also, the Company entered into business venture with Troosol Enterprises Private Limited, a Company engaged into the business of e-trade through its bid based software under the brand name "MagicSpree", to acquire its IP rights and to do online business of sale/purchase of mobile phones and other telecommunications by using their e-platform.

Ongoing liquidation of Non-Core Asset

With a view to offer a strong financial structure to the stakeholders of the Company, achieving better cash flows and to maintain lean organizational structure and better administrative control it has proposed to transfer "Rental Division" Business of the Company to its Wholly Owned Subsidiary Company and focus on its core business i.e. trading & distribution of mobile phones and other telecommunication products.

3. Expected increase in productivity and profits in measurable terms

Though the telecom industry is undergoing rapid changes, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.

IV. Disclosures:

Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Financial Statements of the Company.

ROUTE MAP FOR ANNUAL GENERAL MEETING



Venue :

Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg,
Mata Sundri Lane, ITO, New Delhi-110 002

INSTRUCTIONS FOR ELECTRONIC VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 25th September, 2019 at 9:00 A.M. IST and ends on Friday, 27th September, 2019 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) of Saturday, 21st September, 2019 may cast their vote electronically. EVSN for the Company for E-Voting is 190831003. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members 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)	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. <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members 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 190831003 for 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **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 emailed 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Manager – CDSL, Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013, Email id: helpdesk.evoting@cdslindia.com Phone number: 1800225533

- (xx) 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.
- (xxi) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (xxii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (xxiii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.optiemus.com and on the website of CDSL within two days of passing of the resolutions and shall be communicated to BSE Ltd & National Stock Exchange of India Limited. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 26th Annual General Meeting of the Company.

The E-voting Event Number and period of E-voting are set out below:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
190831003	Wednesday, 25 th September, 2019 at 9.00 A.M. IST	Friday, 27 th September, 2019 at 5.00 P.M. IST

Note: Please read the instructions printed above before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time

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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 email 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.

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ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Full Name of the Shareholder(s)	
Joint holder Name(s)	
Shareholder Address	
Folio No/Client ID/DP ID	
No. of Shares Held	
Name of the Proxy*	

*(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Company on Saturday, 28th September, 2019 at 10:30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

.....
Member's/Proxy's Signature

Note:

- Shareholders/Proxies who come to attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.
- **No Attendance slip will be distributed at the venue.**



The Electronic Voting Particulars are as follows:

EVS (E-VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/ SEQUENCE NUMBER
190831003		

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PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

CIN : L64200DL1993PLC054086

Name of the Company : OPTIEMUS INFRACOM LIMITED

Registered Office : K-20, Second Floor, Lajpat Nagar Part-2, New Delhi- 110024

Name of the member (s) :

Registered Address :

E-mail-Id :

Folio No/Client ID/DP ID :

I/We, being the member(s) of the above named company holding.....shares, hereby appoint:

(1) Name: E-mail Id:

Address:

..... Signature: or failing him

(2) Name: E-mail Id:

Address:

..... Signature: or failing him

(3) Name: E-mail Id:

Address:

..... Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY SIXTH** Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 10.30 A.M. IST at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Renu Gupta (DIN: 00030849), who retires by rotation, and being eligible, offers herself for re-appointment;
3. To appoint Mr. Neetesh Gupta (DIN: 00030782) as Director of the Company;
4. To approve the 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. To approve the 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. To re-appoint 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 and
8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of Companies Act, 2013

Signed this day of 2019

Affix
revenue
stamp
of ₹ 1/-

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**