



S.K. BATRA & ASSOCIATES

Company Secretaries

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR OPTIEMUS INFRACOM LIMITED**

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

To
The Chairman
25th Annual General Meeting of
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar,
Part-2, New Delhi-110024

Sub: Passing of Resolution(s) through electronic voting and poll conducted at the 25th Annual General Meeting of Optiemus Infracom Limited (The Company) held on Friday, September 28th, 2018 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-E-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

I, CS Sumit Kumar Batra, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of M/s S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time by the Board of Directors of the Optiemus Infracom Limited at their meeting held on August 29, 2018 for the 25th Annual General Meeting of the Members of the Company held on September 28, 2018 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-E-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002. The Remote e-Voting was kept open from Tuesday, September 25, 2018 (09:00 A.M.) to Thursday, September 27, 2018 (5:00 P.M.)

At the 25th Annual General Meeting of the Company held on September 28th, 2018, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 28th, 2018.

Regd. Office : 3393, 1st Floor, South Patel Nagar, Delhi - 110008
Opposite Jaypee Siddharth Hotel



After completion of Poll at the AGM at 11:30 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.

A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting. Requisite quorum at the meeting was present.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, September 25, 2018 (09:00 A.M.) to Thursday, September 27, 2018 (5:00 P.M.). The e-voting results were unblocked by me on September 28th, 2017 after the annual general meeting of the company in the presence of two witnesses Ms. Gurbani Rawal and Ms. Nikita Suneja who are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated September 28th, 2018 attached herewith.

The result of the E- voting together with that of the poll is as under:



Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
			Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	70107871 4248	70107871 4246	100 0.0	0 0	0 0	0 2	0.00 0.00
	TOTAL	70112119	70112117	100	0	0	2	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	70107871 4248	70107871 4246	100 0.0	0 0	0 0	0 2	0.00 0.00
	TOTAL	70112119	70112117	100	0	0	2	0.00
Item No. 3 of the Notice (As an Special Resolution)	E- Voting Poll	70107871 4248	70107871 4246	100 0.0	0 0	0 0	0 2	0.00 0.00
	TOTAL	70112119	70112117	100	0	0	2	0.00
Item No. 4 of the Notice (As Special Resolution)	E- Voting Poll	70107871 4248	70107871 4246	100 0.0	0 0	0 0	0 2	0.00 0.00
	TOTAL	70112119	70112117	100	0	0	2	0.00
Item No. 5 of the Notice (As Special Resolution)	E- Voting Poll	70107871 4248	70107871 4246	100 0.0	0 0	0 0	0 2	0.00 0.00
	TOTAL	70112119	70112117	100	0	0	2	0.00



All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the company who is authorized by the Board.


Thanking you

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



**SUMIT KUMAR BATRA
SCRUTINIZER
C. P. NO. 8072**

Date : 28.09.2018
Place : New Delhi


Signed by Shri Hardip Singh
Chairman of the Meeting



SCRUTINIZER'S REPORT ON REMOTE E-VOTING

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar,
Part-2, New Delhi-110024

25th Annual General Meeting of the Members of Optiemus Infracom Limited held on Friday, the 28th September, 2018 at 11.00 A. M. at Ghalib Institute, Seminar Hall, Aiwan-E-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the "Company") on 28th September, 2018, I, Sumit Kumar Batra, Practicing Company Secretary, holding Membership Number FCS 7714, have been appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 25th Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Wednesday, the 29th day of August, 2018 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
2. The Company engaged Central Depository Services (India) Limited ("**CDSL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 25th Annual General Meeting ("**AGM**") of the Company, which was held on Friday, the 28th day of September, 2018. Central Depository Services (India) Limited ("**CDSL**") had set up e-voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's

Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date 24.08.2018 for dispatch of notice of Annual General Meeting, there were 3651 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 1620 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA sent to 2031 shareholders in physical form. There was Increase in number of shareholders upto 3665 as on 21.09.2018 (Cutoff Date) those were entitled to vote at AGM.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4) (iii) (A) to (C) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 21st September, 2018. The e-voting facility was kept open from Tuesday, September 25, 2018 (09:00 A.M.) to Thursday, September 27, 2018 (5:00 P.M.).
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement, in Business Standard Express, English (All Editions) dated 07.09.2018 and in Hindi (Delhi Edition) Newspaper dated 07.09.2018. The notice published in the newspaper carried the required information as specified in the Rule 20(4) (v) (a) to (h) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
7. At the end of the voting period on September 27, 2018 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 28, 2018 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Gurbani Rawal and Ms. Nikita Suneja who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

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

(A) AGENDA ITEM NO.: 1 - ORDINARY RESOLUTION FOR (A) ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS PER IND-AS ON STANDALONE & CONSOLIDATED BASIS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	22	70107871	100	81.70
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	70107871	100	81.70

AGENDA ITEM NO.: 2 - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. HARDIP SINGH (HOLDING DIN: 01071395), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.2/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	22	70107871	100	81.70
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	70107871	100	81.70



AGENDA ITEM NO.: 3 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. GAUTAM KANJILAL (HOLDING DIN: 03034033), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	22	70107871	100	81.70
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	70107871	100	81.70

AGENDA ITEM NO.: 4 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. TEJENDRA PAL SINGH JOSEN (HOLDING DIN: 02485388), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	22	70107871	100	81.70
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	70107871	100	81.70

AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. CHARAN SINGH GUPTA (DIN: 06744568), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.




Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	22	70107871	100	81.70
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	70107871	100	81.70

All the resolutions contained in the notice dated 29th August, 2018 calling 25th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.


I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all the other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.


Thanking you,

Yours Sincerely
For S.K. Batra & Associates


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. No. 8072

Place : New Delhi
Date : 28.09.2018


Witness : 1. Gurbani Rawal
D/O :- S. Khazau Singh.
Address:- 37/5 West Patel Nagar


Witness : 2. Nikita Suneja
Address :- A48 Rajarsi Garden.
New Delhi



S.K. BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Optiemus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar,
Part-2, New Delhi-110024

**25TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
OPTIEMUS INFRACOM LIMITED HELD ON FRIDAY, 28TH SEPTEMBER, 2018
AT 11.00 A. M., AT GHALIB INSTITUTE, SEMINAR HALL, AIWAN-E-GHALIB
MARG, MATA SUNDRI LANE, ITO, NEW DELHI-110002.**

Dear Sir,

I, CS Sumit Kumar Batra, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of M/s S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 25th Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on 28th September, 2018 at 11.00 A.M., at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS PER IND-AS ON STANDALONE & CONSOLIDATED BASIS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
6	4246	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

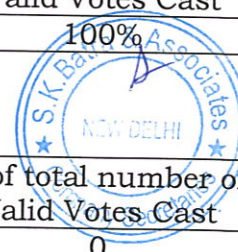
AGENDA ITEM NO.	2
SUBJECT	RE-APPOINTMENT OF MR. HARDIP SINGH (HOLDING DIN: 01071395), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
6	4246	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0



(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MR. GAUTAM KANJILAL (HOLDING DIN: 03034033), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
6	4246	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

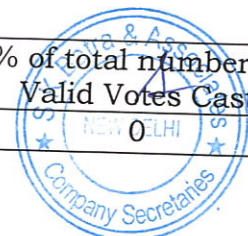
AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF MR. TEJENDRA PAL SINGH JOSEN (HOLDING DIN: 02485388), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
6	4246	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0



(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. CHARAN SINGH GUPTA (DIN: 06744568), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
6	4246	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

5. A list of equity shareholders who voted **"FOR"**, **"AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

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


(CS SUMIT KUMAR BATRA)
SCRUTINIZER
C P No. 8072

Place : NEW DELHI

Dated : 28th September, 2018

Witness - 1

: Gurbani Rawal. *Gurbani*
D/O:- Khazan Singh
Address: 37/5 West Patel Nagar.

Witness - 2

: Nikita Suneja. *Nikita*
Address: A 48 Rajouri Garden.
New Delhi

Counter Signed by Chairman
of the Meeting

: Shri

