



**S.K.BATRA & ASSOCIATES**

**Company Secretaries**

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Email: skbatrapcs@gmail.com

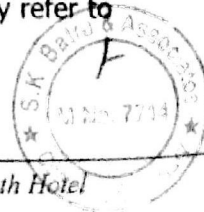
**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL  
FOR OPTIEMUS INFRACOM LIMITED  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]**

To  
**The Chairman**  
**OptiemusInfracom Limited**  
K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II  
New Delhi – 110 024

**Sub: Passing of Resolution(s) through electronic voting and poll conducted at the  
01<sup>st</sup> Extra-ordinary General Meeting of OptiemusInfracom Limited (The  
Company) held on Friday, December 30, 2016 at 11:00 A.M. at Emerald  
Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110  
001.**

I, 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 S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Extra Ordinary General Meeting ("EGM") voting process i.e. Remote e-Voting and Poll at the venue of Extra Ordinary 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 OptiemusInfracom Limited at their meeting held on December 05, 2016 for the 01<sup>st</sup> Extra-ordinary General Meeting of the Members of the Company for the financial year 2016-17 held on December 30, 2016 at 11:00 A.M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110 001. The Remote e-Voting was kept open from Tuesday, December 27, 2016 (09:00 A.M.) to Thursday, December 29, 2016 (5:00 P.M.)

At the 01<sup>st</sup> Extra-ordinary General Meeting of the Company for the financial year 2016-17 held on December 30<sup>th</sup>, 2016, the Chairman of the Company 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 Extra Ordinary 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 30<sup>th</sup> December, 2016.



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New Delhi-110008

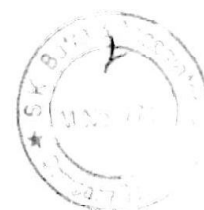
After completion of Poll at the EGM at 01:00P.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.

A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Extra Ordinary General Meeting.

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, December 27, 2016 (09:00 A.M.) to Thursday, December 29, 2016 (5:00 P.M.). The e-voting results were unblocked by me on December 30<sup>th</sup>, 2016 after the Extra Ordinary General Meeting of the company in the presence of two witnesses Ms. Manisha Gahlan and Mrs. Shilpa Gupta who are not in the employment of the Company. For Further details kindly refer my Scrutinizer's report dated December 30<sup>th</sup>, 2016 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 Special Resolution)	E- Voting Poll	64527498 235	64527488 231	99.99 0.01	0 0	0.00 0.00	10 4	71.43 28.57
	TOTAL	64527733	64527719	100	0	0.00	14	100
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64527498 235	64527488 231	99.99 0.01	0 0	0.00 0.00	10 4	71.43 28.57
	TOTAL	64527733	64527719	100	0	0.00	14	100
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	64527498 235	64527488 231	99.99 0.01	0 0	0.00 0.00	10 4	71.43 28.57
	TOTAL	64527733	64527719	100	0	0.00	14	100



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: 30.12.2016

Place: New Delhi

  
Signed by Shri Hardip Singh  
Chairman of the Meeting





**S.K.BATRA & ASSOCIATES**

**Company Secretaries**

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING**

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

To,  
The Chairman  
Optimus Infracom Limited  
K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II  
New Delhi - 110024

**01<sup>st</sup> Extra-ordinary General Meeting of the Members of Optimus Infracom Limited for the Financial Year 2016-17 held on Friday, the 30<sup>th</sup> Day of December, 2016 at 11.00 A. M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi - 110 001.**

**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 Optimus Infracom Limited (hereinafter referred to as the "Company") on 05<sup>th</sup> December, 2016, 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 01<sup>st</sup> Extra-ordinary General Meeting of the Equity Shareholders of Optimus Infracom Limited for the financial year 2016-17 held on Friday, the 30<sup>th</sup> day of December, 2016 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 (special business) sought to be transacted in the 01<sup>st</sup> Extra-ordinary General Meeting (EGM) of the Company for the financial year 2016-17, which was held on Friday, the 30<sup>th</sup> day of December, 2016. 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.

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New Delhi-110008



3. As on the cutoff date there were 3225 Shareholders of the Company. The Notice of Extra-ordinary General Meeting for the financial year 2016-17 and circular for e-voting was sent through email to 1027 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 and to 2198 shareholders in the physical form.
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 23<sup>rd</sup> December, 2016. The e-voting facility was kept open from Tuesday, 27<sup>th</sup> December, 2016 (9.00 A.M.) to Thursday, 29<sup>th</sup> December, 2016 (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, English (All Editions) and in Hindi (Delhi Edition) Newspaper both on 06.12.2016. 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 December 29, 2016 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On December 30, 2016 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Manisha Gahlan and Mrs. Shilpa Gupta 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:



**AGENDA ITEM NO.: 1 - SPECIAL RESOLUTION FOR APPROVAL OF OPTIEMUS EMPLOYEE STOCK OPTION SCHEME 2016**

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	16	64527498	100	75.19
Total Number of Invalid Votes	1	10	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	15	64527488	100	75.19

**AGENDA ITEM NO.: 2 - ORDINARY RESOLUTION FOR APPROVAL OF GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) (PRESENT & FUTURE) UNDER THE SCHEME**

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	16	64527498	100	75.19
Total Number of Invalid Votes	1	10	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	15	64527488	100	75.19

**AGENDA ITEM NO.: 3 - ORDINARY RESOLUTION FOR APPROVAL OF GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE-YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTIONS**

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	16	64527498	100	75.19

by electronic mode				
Total Number of Invalid Votes	1	10	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	15	64527488	100	75.19

All the resolutions contained in the notice dated 05<sup>th</sup> December, 2016 calling 01<sup>st</sup> Extra-ordinary General Meeting of the Company for the financial year 2016-17 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 Chairman 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 : 30.12.2016**

**Witness : 1.**

*Maurish*  
Maurish Gahlu D/o Luvir Singh  
R/o 18/23A, Mohi Nagar, Delhi-15

**Witness : 2.**

*Shilpa*  
SHILPA GUPTA, D/O RAJIV GUPTA  
R/o 72A, SECTOR 24, GURGAON





**S.K.BATRA & ASSOCIATES**

**Company Secretaries**

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**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]*

To  
The Chairman  
Optiemus Infracom Ltd.  
K-20, 2<sup>nd</sup> Floor, Lajpat Nagar-II,  
New Delhi-110024

**01<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF  
OPTIEMUS INFRACOM LIMITED FOR THE FINANCIAL YEAR 2016-17 HELD ON  
30<sup>TH</sup> DECEMBER, 2016 AT 11.00 A. M., AT EMERALD HOTELS, 112, BABAR ROAD,  
OPP. W.T.C, CONNAUGHT PLACE, NEW DELHI – 110 001.**

Dear Sir,

I, CS Sumit Kumar Batra, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 01<sup>st</sup> Extra-ordinary General Meeting of the Equity Shareholders of Optiemus Infracom Limited for the financial year 2016-17 held on 30<sup>th</sup> December, 2016 at 11.00 A. M., at Emerald Hotels, 112, Babar Road, Opp. W.T.C, Connaught Place, New Delhi – 110 001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two 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	APPROVAL OF OPTIEMUS EMPLOYEE STOCK OPTION SCHEME 2016.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

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New Delhi-110008





(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
57	231	98.30

(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	% of total number of Valid Votes Cast
3	4	1.70

AGENDA ITEM NO.	2
SUBJECT	<b>APPROVAL OF GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) (PRESENT &amp; FUTURE) UNDER THE SCHEME.</b>
TYPE OF RESOLUTION	<b>ORDINARY RESOLUTION</b>

(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
57	231	98.30

(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	% of total number of Valid Votes Cast
3	4	1.70

AGENDA ITEM NO.	3
SUBJECT	<b>APPROVAL OF GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE-YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTIONS.</b>
TYPE OF RESOLUTION	<b>ORDINARY RESOLUTION</b>



(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
57	231	98.30

(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	% of total number of Valid Votes Cast
3	4	1.70

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 Chairman 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 : 30<sup>th</sup> December, 2016

Maurisho Gahlan D/o Ranvir Singh

Witness - 1 R/o 18/23A, Mohi Nagar, Delhi - 15

Witness - 2

SHILPA GUPTA D/O RAJIV GUPTA  
R/o 72A, SECTOR 24, GURGAON

Counter Signed by Chairman  
of the Meeting

: Shri Hardip Singh