



Scrutinizers' Report

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

The Chairman,
Optiemus Infracom Limited
K-20, 2nd Floor Lajpat Nagar-II
New Delhi DL 110024 IN

Report on Result of Postal Ballot & E-Voting

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Secretarial Standard-2 on "General Meeting" issued by the Institute of the Companies Secretaries of India and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizers by the Board of Directors of Optiemus Infracom Limited (the Company) in its Board meeting held on 14th February, 2017 to conduct the Postal Ballot & e-voting Process in a fair and transparent manner in respect of the following 2(Two) resolutions:

Resolution Number	Resolution Type	For
1.	Ordinary Resolution	Appointment of Statutory Auditors to fill casual vacancy
2.	Special Resolution	Alteration of main object clause of the Memorandum of Association



I submit our report as under:

1. The Company completed the dispatch of postal ballot notice(s), forms on 22nd February, 2017 to its Members whose name(s) appeared in the Register of Members, as well as to the Beneficiaries, as per the Data provided by the Depositories, as on Friday, February 17, 2017:
 - a. through e-mail to the members whose e-mail addresses were registered with the Company/the Depositories as on Friday, February 17, 2017.
 - b. through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Newspaper Business Standard and in Hindi Newspaper - Business Standard on 23rd February, 2017.
3. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided e-Voting facility to all its Members to enable them to cast their votes electronically.
4. The Shareholders of the Company has an option to vote either through Postal Ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility having cast their votes on the designated website of Central Depository Services Limited ("CDSL") e-voting platform viz. www.evotingindia.com.
5. The postal ballot forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.
6. The Company had uploaded all the items of the business to be transacted on its website and also to its Service Provider to facilitate its Members to cast their vote through e-Voting on all the items of the business sought to be transacted through Postal Ballot.
7. The e-voting commenced on Thursday, February 23, 2017 at 9:00 A.M. IST and ended on Friday, March 24, 2017 at 5:00 P.M. IST. The E-Voting facility was blocked forthwith.
8. Members opted for e-Voting facility have casted their votes on the designated website www.evotingindia.com maintained by CDSL.
9. I monitored the process of e-voting through the scrutinizer's secured link provided by CDSL on its designated website i.e. www.evotingindia.com.



10. The particulars of all Postal Ballot forms received from the Members in physical form(s) and electronic ballot report generated from CDSL were entered in a separate Register maintained for the purpose
11. The ballot boxes containing the physical Postal Ballot were opened in my presence in due course of the scrutiny thereof and the e-votes were unblocked on Friday, March 24, 2017 after 05:00 P.M. in the presence of two witnesses, Ms. Manisha Gahlan, R/o 18/23A, 1st Floor, Moti Nagar, New Delhi - 110015 and Mrs. Shilpa Chopra R/o. D-84, Pushpanjali Enclave, Pitampura, New Delhi - 110034, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;

Manisha Gahlan

Shilpa Chopra

The e-Voting report from the CDSL website in respect of Members who voted through e-Voting has been downloaded.

12. All Postal Ballot forms and e-Votes received upto 05:00 P.M. on Friday, March 24, 2017, i.e. the last time and date fixed by the Company for receipt of the postal ballots and casting votes, were considered and none of the envelopes containing Postal Ballot forms received after 05:00 P.M. on Friday, March 24 2017 were considered for the purpose of this report.
13. The Postal Ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, February 17, 2017 as provided by the RTA. It is further submitted that there was no mismatch of the shareholding as mentioned in the Postal Ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
14. There were 402 envelopes containing Postal Ballot form(s)/Notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
15. We did not find any defaced or mutilated ballot paper(s).
16. The Members exercised their voting either by electronic or physical mode. There was no case wherein a shareholder opted for both the facilities.
17. The total issued and paid up Equity Share Capital of the Company as on Friday, February 17, 2017 was Rs.8,58,141,910 /- (Rupees Eighty Five Crores Eighty One Lacs Forty One Thousand Nine Hundred Ten only) divided into 85,814,191 (Eight Crores Fifty Eight Lacs Fourteen Thousand One Hundred Ninety One) Equity Shares of Rs. 10/- (Rupees Ten only) each.
18. After our scrutiny, the summary of Postal Ballots including e-voting is given below:



RESOLUTION NO.1:-**APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY**

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total Votes received	21	64,311,139	643,111,390	
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	21	64,311,139	643,111,390	100%
d) Votes with assent for the Resolution	21	64,311,139	643,111,390	100%
e) Votes with dissent for the Resolution	0	0	0	0.00%
f) Votes with neither assent nor dissent for the Resolution	0	0	0	0.00%

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

RESOLUTION NO.2:-**ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
a) Total votes Received	21	64,311,139	643,111,390	---
b) Less: Invalid votes	0	0	0	0.00%
c) Net Valid votes cast	21	64,311,139	643,111,390	100%
d) Votes with assent for the Resolution	21	64,311,139	643,111,390	100%
e) Votes with dissent for the Resolution	0	0	0	0.00%
f) Votes with neither consent nor dissent for the Resolution	0	0	0	0.00%



Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report

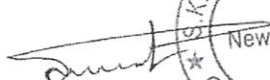
19. I have, on reckoning the voting rights of the shareholders on the basis of the paid-up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1	64,311,139	64,311,139	100.00%
2	64,311,139	64,311,139	100%

Therefore, the above mentioned Ordinary and Special Resolution has been passed with requisite majority.

20. The Register of Postal Ballots is maintained in electronic form containing details of e-Voting and physical voting separately.
21. The postal ballot forms and other related papers/registers and records shall be handed over to the Company after signing of minutes by the Chairman.
22. You may accordingly declare the result of the voting by Postal Ballot & e-Voting.

Yours Sincerely
For S.K. Batra & Associates


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



Certified True Copy

Place : New Delhi
Dated : 25th March, 2017

Annexure-A

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 1:

Ordinary Resolution: Appointment of Statutory Auditors to Fill Casual Vacancy

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Total Valid Votes	16	64,309,786	643,097,860	100.00%
Votes with Assent	16	64,309,786	643,097,860	100.00%
Votes with Dissent	0	0	0	0.00%
No Voting	0	0	0	0.00%

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	5	1353	13,530	100.00%
Votes with Assent	5	1353	13,530	100.00%
Votes with Dissent	0	0	0	0.00%
No Voting	0	0	0	0.00%



Annexure-B

A detailed summary of voting through postal ballot and electronic mode in respect of Resolution No. 2:

Special Resolution: Alteration of Main Object Clause of the Memorandum of Association

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	16	64,309,786	643,097,860	100.00%
Votes with Assent	16	64,309,786	643,097,860	100.00%
Votes with Dissent	0	0	0	0.00%
No Voting	0	0	0	0.00%

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Equity Shares (Rs.)	% of Total Valid Votes Cast
Net Valid Votes	5	1353	13,530	100.00%
Votes with Assent	5	1353	13,530	100.00%
Votes with Dissent	0	0	0	0.00%
No Voting	0	0	0	0.00%

