

OPTIEMUS INFRACOM LIMITED

(CIN: L64200DL1993PLC054086)

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

Corporate Office : Plot No. 2A, First Floor, Sector-126, Noida- 201 301, U.P

Email : info@optiemus.com, Website : www.optiemus.com

Tel: 0120-6726800; Fax: 0120-2727999



POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act, 2013)

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management & Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard – 2 on General Meetings and other applicable rules & regulations, the resolutions appended below are proposed to be passed by way of Postal ballot including E-Voting.

The proposed resolutions together with the Explanatory Statement thereto setting out all the material facts concerning each resolution alongwith the reasons for the proposed resolutions is annexed hereto for your consideration. A Postal Ballot Form for voting by you as shareholder of the Company is also enclosed herewith for your consideration and voting.

Mr. Sumit Batra, practicing Company Secretary & Proprietor, M/s S.K. Batra & Associates, is appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014 for conducting entire Postal Ballot/E-Voting process in a fair and transparent manner.

You are requested to carefully read all the instructions printed on the Postal Ballot form and return the same duly completed in the attached self addressed, prepaid postage business reply envelope, so as to reach the Scrutinizer on or before the close of business hours on Friday, March 24, 2017. Postal ballot form(s) if sent by courier or by registered post/speed post at the expense of the member(s) shall be accepted. All the Postal Ballot Forms received after the said date will be treated as if reply from such member has not been received and will be considered as invalid.

In compliance with section 108 of the act read with the Companies (Management & Administration) Rules, 2014 and regulation 44 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Electronic Voting ("e-voting") as an alternate to its members, to enable them to cast votes electronically instead of depositing/ dispatching the physical ballot forms.

The e-voting commences on Thursday, February 23, 2017 at 9:00 A.M. IST and ends on Friday, March 24, 2017 at 5:00 P.M. IST. The E-Voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith.

The Company has engaged the services of Central Depository Services Limited to provide e-voting facility to all the members of the Company. It may be noted that E-voting is optional. In case a member has voting through e-voting facility, he/she is not required to send physical Postal ballot form. In case a member votes through e-voting and sends physical Postal ballot form simultaneously, vote cast by e-voting shall only be considered by the scrutinizer and physical vote shall not be considered by the scrutinizer.

The Scrutinizer will submit his report to the chairman or in his absence to such Director as may be authorized by the Board of Directors of the Company after completion of scrutiny of Postal ballot forms and e-voting and the combined results of the e-voting and Postal Ballot will be announced on Saturday, March 25, 2017 at 1:00 P.M. at the corporate office of the Company at Plot No. 2A, First Floor, Sector-126, Noida- 201 301, U.P, and will also be intimated to BSE Limited, where the shares of the Company are listed. The results along with the scrutinizers report will be posted on the website of the Company www.optiemus.com and will be displayed on the notice Board of Registered & Corporate office of the Company.

By order of the Board
For Optiemus Infracom Limited

Sd/-

Vikas Chandra

Company Secretary & Compliance Officer
Membership No. 22263

Date : February 14, 2017
Place : Noida (Uttar Pradesh)

Proposed Resolutions

Resolution No. 1 Appointment of Statutory Auditors to fill casual vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions, if any, of the Act, 2013 as amended from time to time or any other law for the time being in force, M/s Mukesh Raj & Co, Chartered Accountants, (Firm Registration No. 016693N), as recommended by the Board of Directors, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s RMA & Associates, Chartered Accountants, and the Auditors shall hold the office from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company and shall conduct the Statutory Audit of the financial accounts of the Company for the year ended 31st March, 2017, on such remuneration as may be fixed by Board of Directors of the Company in consultation with the auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may deem necessary to give effect to the above resolution.

Resolution No. 2 Alteration of main object clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for inserting the following new sub clause numbered as sub-clause 8 in Clause III(A) of the existing Memorandum of Association dealing with the main objects of the Company:-



"To carry on the business, directly or indirectly, of providing services in India and abroad of assurance, warranties, protection shields or any form of loss/damage prevention & mitigation services pertaining to all electronic and electrical gadgets, device or equipment including but not limited to consumer goods."

RESOLVED FURTHER THAT The board of Directors of the Company be and are hereby severally authorized to do all such deeds, acts & things as may be deemed necessary & expedient to give effect to the aforesaid resolution."

By order of the Board
For Optiemus Infracom Limited

Date : February 14, 2017
Place : Noida (Uttar Pradesh)

Sd/-
Vikas Chandra
Company Secretary & Compliance Officer
Membership No. 22263

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above mentioned business(es) is annexed hereto.
2. A Postal Ballot form along with prepaid postage self addressed business envelope is attached hereto.
3. A member entitled to vote is advised to fill in the Postal ballot form and send to Scrutinizer.
4. Notice is being sent to members whose name appears in the Register of members/record of depositories as on Friday, February 17, 2017 (Cutoff date). Voting rights will be reckoned on the paid up value of the equity shares registered in the name of the member as on the date and time.
5. Members may note that the Notice of the Postal Ballot will be available on the Company's website www.optiemus.com.
6. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company pleased to offer e-voting facility as an alternate, to the members to cast their votes electronically on all resolutions set forth in this Notice through e-voting services provided by Central Depository Services (India) Limited ("CDSL") and all the businesses may be transacted through such voting.**
7. The E-voting facility will commence from Thursday, February 23, 2017 at 9:00 A.M. IST and shall remain open till Friday, March 24, 2017 upto 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 cutoff date, Friday, February 17, 2017 may cast their vote electronically. The remote e-voting module shall be disabled/blocked by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. Detailed instructions for E-voting are attached hereto.
8. The shareholders can opt only one mode of voting i.e. either through Postal ballot or E-Voting. In case of voting by both the means, voting through E-Voting mode shall be considered and counted and Physical postal ballot mode of such shareholder will be treated as invalid and shall not be considered.
9. Members are requested to carefully read the instructions printed on the Postal ballot form before exercising their vote for the proposed resolutions which require consent of the shareholders.

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

Resolution No. 1 Appointment of Statutory Auditors to fill casual vacancy

M/s RMA & Associates, Chartered Accountants have resigned from the office of Statutory Auditors of the Company w.e.f. December 13, 2017, due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act.

Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company as per recommendations made by the Audit Committee and Board of Directors in this regard. Accordingly, The Audit Committee and the Board of Directors in their respective meetings held on 11th January, 2017 have recommended to appoint M/s Mukesh Raj & Co. Chartered Accountants (Firm Registration No. 016693N), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. RMA & Associates, Chartered Accountants. M/s Mukesh Raj & Co. Chartered Accountants, if appointed through this Postal ballot process will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. Mukesh Raj & Co. have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they do not suffer from any disqualifications and are eligible for appointment as Statutory Auditors of the Company Accordingly, Ordinary Resolution is submitted for the consideration and approval of members.

All the documents pertaining to this resolution are available for inspection on all working days between 9:00 A.M. to 5:00 PM at the Registered & Corporate Office of the company upto Friday, 24th March 2017.

Your Directors recommend the same for approval of the shareholders to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

Resolution No. 2 Alteration of main objects clause of the Memorandum of Association

The Board of Directors of the Company ("the Board") had given an in-principal approval for setting up of business of providing assurance, warranties, protection shields and related damage prevention services pertaining to all electronic and electrical gadgets particularly mobile phones. Being one more step towards providing one stop solution to all areas relating to telecom, this would further accelerate the Company's leadership position in the telecom industry and thereby help in unlocking the value of the shareholders.

Further, the Memorandum of Association (“MOA”) of a company must state the objects for which it has been incorporated and the matters that are considered necessary in furtherance thereof. At present the main Objects Clause of the MOA of the Company does not specifically provide carrying out of such businesses. Hence it is intended to alter the main object of the MOA of the Company by insertion of following sub clause 8 to existing Clause III (A):

“To carry on the business, directly or indirectly, of providing services in India and abroad of assurance, warranties, protection shields or any form of loss/damage prevention & mitigation services pertaining to all electronic and electrical gadgets, device or equipment including but not limited to consumer goods.”

The alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence the approval of the shareholders is being sought through Postal Ballot. The Board of Directors in its meeting held on February 14, 2017 has accorded its approval for alteration of MOA.

All the documents pertaining to this resolution are available for inspection on all working days between 9:00 A.M. to 5:00 PM at the Registered & Corporate Office of the company upto Friday, 24th March 2017.

Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

By order of the Board
For Optiemus Infracom Limited

Sd/-

Vikas Chandra

Company Secretary & Compliance Officer
Membership No. 22263

Date : February 14, 2017
Place : Noida (Uttar Pradesh)

INSTRUCTIONS FOR REMOTE E-VOTING:

For the purpose of section 108 of the Companies Act, 2013 (‘the Act’) read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (‘the Rules’) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility to the members holding shares either in physical form or in dematerialized form as on 17th February, 2017 (End of the Day) being the Cut-off (record date) date for the purpose of Rule 20 of Companies (Management & Administration) Amendment Rules, 2014 fixed for determining voting rights of members, entitled to cast their votes electronically, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The E-Voting facility is available at the link <https://www.evotingindia.co.in>

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
170218003	Thursday, February 23, 2017 at 9:00 A.M. IST	Friday, March 24, 2017 at 5:00 P.M. IST

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

The instructions for members for voting electronically are as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 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 (as provided in the Ballot form) 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.

DOB or Dividend Bank Details	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. Note: If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (170218003) for Optiemus Infracom Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If 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.
- (xvii) 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://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 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case of any queries/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 write an email to helpdesk.evoting@cdslindia.com.
- (xx) Mr. Sumit Batra, practicing Company Secretary, 3393, 1st Floor, South Patel Nagar Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting & Postal Ballot 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) The results will be announced on Saturday, March 25, 2017, at the corporate office of the company and shall be placed on the Company's website www.optiemus.com and on the website of CDSL and shall be communicated to BSE Ltd. The results will also be posted on the Notice Board of the Company at its Registered Office & Corporate office. All the documents pertaining items set out in this notice are available for inspection on all working days during 9:00 A.M. to 5:00 PM at the Registered & Corporate Office of the company upto Friday, 24th March 2017.
- (xxiii) The shareholders can opt only one mode of voting i.e. either through Postal ballot or E-Voting. In case of voting by both the means, voting through E-Voting mode shall be considered and counted and Physical postal ballot mode of such shareholder will be treated as invalid and shall not be considered.

By order of the Board
For Optiemus Infracom Limited

Date : February 14, 2017
Place : Noida (Uttar Pradesh)

Sd/-
Vikas Chandra
Company Secretary & Compliance Officer
Membership No. 22263