

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.**