



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

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted 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 and E-voting at the 30th Annual General Meeting of Optimus Infracom Limited held on Friday, 22nd September, 2023 through VC / OAVM

Dear Sir,

We express our gratitude for being appointed as the Scrutinizer for the remote e-voting process and voting by the members during the 30th Annual General Meeting ("AGM") of your esteemed Company held on Friday, 22nd September, 2023, through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

Further, our role as the Scrutinizer encompassed overseeing and ensuring the fairness and transparency of the entire e-voting procedure and member voting process. The main objective was to uphold the principles of integrity and accuracy, maintaining the highest standards of corporate governance.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you

Yours Sincerely
For S.K. Batra & Associates

Sumit
Kumar

Digitally signed
by Sumit Kumar
Date: 2023.09.22
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SUMIT KUMAR
SCRUTINIZER
C. P. NO. 8072
UDIN: F007714E001060568
Peer Reviewed Unit UIN- S2008DE794900

Date: 22nd September, 2023
Place: New Delhi

**SCRUTINIZER’S REPORT ON REMOTE E-VOTING & E-VOTING
DURING THE AGM OF OPTIEMUS INFRACOM LIMITED**

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

Name of the Company	Optiemus Infracom Limited
Meeting	30th Annual General Meeting
Day, Date & Time	Friday, 22nd September, 2023 at 11:00 A.M.
Deemed Venue	Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024
Mode	Video Conferencing (VC) / Other Audio Visual Means (OAVM)

1. Appointment as Scrutinizer

I, Sumit Kumar, proprietor of S.K. Batra & Associates, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the “Company”) at their meeting held on 12th August, 2023, for the purpose of scrutinizing remote e-voting process and e-voting as per Section 108 of the Companies Act, 2013 on resolution(s) set forth in the Notice of 30th Annual General Meeting of the Company dated 12th August, 2023, (hereinafter referred to as the “AGM Notice”). Our responsibility as a scrutinizer was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

- 2.1** Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, followed by Circular Nos. 10/2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by Securities & Exchange Board of India (“SEBI Circular”) for holding the AGM of the members through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), the advertisements were published in Financial Express, English (All Editions) and Jansatta, Hindi (Delhi Edition) Newspaper(s) on 24th August, 2023 specifying the date and time of the AGM, availability of the Notice of the AGM along with the Annual Report 2022-2023 on the Company’s website, website of the Stock Exchanges i.e. BSE Limited (“BSE”) & National Stock Exchange of India Limited (“NSE”) and on the website of CDSL, manner of registration of e-mail IDs by the members (both physical and demat) who are yet to register their e-mail IDs with the Company / Depository Participants, manner of voting through remote e-voting or e-voting system at the AGM etc.
- 2.2** The AGM Notice dated 12th August, 2023, along with the Annual Report 2022-2023 has been hosted on the website of the Company at www.optiemus.com under Investor Relations Section, on the website of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
- 2.3** The Company informed that the AGM Notice along with the Annual Report 2022-2023 of the Company was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories as on cut-off date i.e 18th August, 2023.

3. Cut-off Date

Voting Rights with respect to the agenda items were reckoned as on Friday, 15th September, 2023, being the cut-off date for the purpose of deciding the entitlement of the members for remote e-voting and e-voting during the AGM.

4. Remote e-voting Process

4.1 Agency

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 (ordinary business) sought to be transacted at the 30th AGM of the Company, which was held on Friday, 22nd September, 2023. CDSL had set up e-voting facility on their website at www.evotingindia.com.

4.2 Remote e-voting period

The e-voting facility was kept open from Tuesday, 19th September, 2023 (9:00 A.M. IST) to Thursday, 21st September, 2023 (5:00 P.M. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

- 5.1** This AGM was being held pursuant to the MCA Circulars and SEBI Circular through VC/OAVM, hence physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also not available for this AGM.
- 5.2** Members attending the AGM through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5.3** In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer had access after the closure of the period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

6. Counting Process

6.1 At the end of the voting period on 21st September, 2023 at 5:00 P.M. (IST), the Voting Portal of the service provider was blocked forthwith. On 22nd September, 2023 after the completion of the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny in the presence of two witnesses, who were not in the employment of the Company.

6.2 Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

7. Result

On the basis of scrutiny & review of remote e-voting and votes tendered therein based on the data downloaded from the e-voting website, the consolidated results with respect to the agenda items as set out in the Notice of 30th AGM dated 12th August, 2023 are enclosed herewith.

CONSOLIDATED RESULTS:

AGENDA ITEM NO.: 1 – ORDINARY BUSINESS BY ORDINARY RESOLUTION

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of Board of Directors and Auditors thereon.

Particulars	Remote e-voting		E-Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	87	69694046	3	1462	90	69695508	99.99
Dissent	13	3318	3	1800	16	5118	0.01
Total	100	69697364	6	3262	106	69700626	100

AGENDA ITEM NO.: 2 – ORDINARY BUSINESS BY ORDINARY RESOLUTION

To appoint a Director in place of Mr. Ashok Gupta (DIN: 00277434), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		E-Voting at the AGM		Total		Percentage
	Number of Members	Votes	Number of Members	Votes	Number of Members	Votes	%
Assent	*84	*63938252	3	1462	87	63939714	99.99
Dissent	15	4218	3	1800	18	6018	0.01
Total	99	63942470	6	3262	105	63945732	100

Note: The Votes cast by Mr. Ashok Gupta has been excluded as Item No. 2 is relating to his own appointment.

Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 & 2 in the Notice of 30th AGM dated 22nd August, 2023 have been passed with the requisite majority.

I hereby confirm that I have maintained the electronic voting data downloaded/ made available by the Service Provider, in respect of the votes cast through Remote e-voting and E-voting done by the members of the Company at the Annual General Meeting. All relevant records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter, it will be handed 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

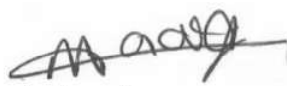
Sumit
Kumar
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by Sumit Kumar
Date:
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SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN : F007714E001060568
Peer Reviewed Unit UIN- S2008DE794900

Counter Signed by

ASHOK
GUPTA
Digitally signed
by ASHOK GUPTA
Date: 2023.09.22
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Chairman of AGM of
Optiemus Infracom Limited


Witness 1: Mayank


Witness 2: Garima Chugh

Place : New Delhi
Date : 22nd September, 2023