



PRACHI BANSAL AND ASSOCIATES COMPANY SECRETARIES

837, Sector 28, Faridabad - 121008

To,
The Board of Directors
Optimus Infracom Limited
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi, 110024, India

Subject : Proposed Preferential Issue of Equity Shares & Fully Convertible Warrants to the persons belonging to "Promoter & Promoter Group" and "Non-Promoter" Category, by Optimus Infracom Limited ('the Company'), in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations")

Dear Sir/ Ma'am,

In connection with the proposed Preferential Issue of up to 21,85,884 (Twenty-One Lakh Eighty-Five Thousand Eight Hundred and Eighty Four) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to persons belonging to "Non-Promoter" Category and up to 42,76,106 (Forty-Two Lakh Seventy-Six Thousand One Hundred and Six) Fully Convertible Warrants ('Warrants'), each convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, to the persons belonging to the "Promoter & Promoter Group" and "Non-Promoter" category, at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only), being a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as approved by the Board of Directors of the Company in their meeting held on Thursday, December 12, 2024, subject to the approval of the members of the Company and consent, exemptions and approvals of Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited ('NSE'), BSE Limited ('BSE') and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the SEBI ICDR Regulations, we hereby certify that the proposed Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, to the preferential issue.

For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)


ACS PRACHI BANSAL

Proprietor

ACS No.: A43355

COP: 23670

Date: 12.12.2024

Place: Delhi

UDIN: A043355F003368820

