

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of **OPTIEMUS INFRACOM LIMITED** will be held on Tuesday, the 30th Day of September, 2025 at 03:00 P.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business. The Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024 shall be deemed as the venue of this meeting.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Gupta (DIN: 00277434), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Ashok Gupta (DIN: 00277434), as a Whole-time Director, designated as an Executive Chairman**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors (“**Board**”), consent of the members be and is hereby accorded for re-appointment of **Mr. Ashok Gupta (DIN: 00277434)**, in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, as a Whole-time Director, designated as Executive Chairman of the Company, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from April 01, 2026 to March 31, 2029 on the following terms and conditions and with further discretion to the Board to alter from time to time the said terms & conditions in such manner, as it may deem fit in the best interest of the Company and agreed to with Mr. Ashok Gupta:

I. **Remuneration:**

Gross Salary	: Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) per month or as may be decided by the Board, from time to time.
Motor Car	: Provision of motor car with a chauffeur.
Medical	: As per rules of the Company’s Reimbursement Scheme.
Leave Travel	: As per rules of the Company’s Concession Scheme.
Bonus	: As per the Company’s Schemes and Incentives & Other as may be decided by the Board, from time to time.
Other allowances/ Perquisites	: Subject to any statutory ceiling(s), the Whole-time Director may be given any other allowances, perquisites, benefits and facilities, as may be decided by the Board of Directors, from time to time.

II. Commission:

The Board may decide the amount of commission payable to him based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

III. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Ashok Gupta be paid the aforesaid remuneration as minimum remuneration for that year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

IV. Mr. Ashok Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196(3) of the Act, the approval of members of the Company be and is hereby accorded for the continuation of office of Mr. Ashok Gupta as a Whole-time Director of the Company, upon attaining the age of 70 years during his term i.e. till March 31, 2029.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

4. To re-appoint Ms. Ritu Goyal (DIN: 05180676) as an Independent Director of the Company for a second term of five consecutive years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors (**“Board”**), **Ms. Ritu Goyal (DIN: 05180676)** who was appointed as an Independent Director of the Company by the members for a term of five consecutive years i.e. upto March 31, 2026 and who is eligible for re-appointment as an Independent Director and has given her consent to act as a Director and submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years effective from April 01, 2026 to March 31, 2031.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

5. To appoint Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company for a term of three consecutive years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors (**“Board”**), consent of the Members be and is hereby accorded to appoint **Mr. Vishal Rajpal (DIN: 00864403)**, who is eligible for being appointed as an Independent Director, and has given his consent to act as a Director and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

6. To consider and approve the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Audit Committee and Board of Directors (**“Board”**), consent of the members be and is hereby accorded to appoint **M/s. S.K. Batra & Associates, Practicing Company Secretaries** (Peer Reviewed Unit UIN No.: S2008DE794900), as the Secretarial Auditors of the Company to hold office for a term of five consecutive years commencing from the Financial Year 2025-26 to 2029-30 at a fees of Rs.1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus taxes for the Financial Year 2025-26 and such other fees as may be amended/approved by the Board/Audit Committee for the subsequent financial years and on such terms and conditions as may be mutually agreed between the Secretarial Auditors and the Audit Committee/ Board of Directors of Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

7. To consider and approve the modification in the deployment of funds amounting to Rs. 29,636.81 Lakhs, raised through preferential issue of equity shares and fully convertible warrants of the Company, for the objects as stated in the notice of Extra-Ordinary General Meeting (“EGM”) dated December 12, 2024, read with the corrigendum dated December 26, 2024

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules framed thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the uniform listing agreement entered into with the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed (**“Stock Exchanges”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to such approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, the Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions, consent of the members of the Company be and is hereby accorded to vary, alter, modify and/or revise the deployment of the funds raised through preferential issue of 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/- (Rupees Two Hundred Ninety-Six Crore Thirty Six Lakh Eighty-One Thousand Three Hundred and Fifty Only), for the objects as stated in the explanatory statement to the Notice of Extra-Ordinary General Meeting (**“EGM”**) held on January 04, 2025 read with Corrigendum thereof, in the manner as follows:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs)*	Total estimated amount to be utilized (Rs. In Lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
		Existing	Proposed	
1	To subscribe to the Equity Shares of Optiemus Electronics Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	6,846.10	3,870.00	On or before March 31, 2027
2	To subscribe to the Equity Shares of GDN Enterprises Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	5,186.44	5,186.44	On or before March 31, 2027

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs)*	Total estimated amount to be utilized (Rs. In Lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
		Existing	Proposed	
3	To subscribe to the Equity Shares of Optiemus Unmanned Systems Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	1,867.12	800.00	On or before March 31, 2027
4	To subscribe to the Equity Shares of Bharat Innovative Glass Technologies Private Limited , as its proportionate contribution in Joint Venture cum Subsidiary Company i.e. 70% of its paid-up equity-share capital;	6,846.10	5,800.70	On or before March 31, 2027
5	To meet working capital requirements of the Company;	1,481.84	6570.47	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	7,409.20	On or before December 31, 2026
Total		29,636.81	29,636.81	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- All decimals have been rounded off to two decimal points.
- In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.
- Note: The Company proposed the Preferential Issue of 21,85,884 Equity Shares and 42,76,106 Fully Convertible Warrants, aggregating to an amount of Rs. 4,34,40,72,777.50/- However, due to under subscription of equity and warrants, the actual allotment was made for 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/-, made on February 08, 2025. Consequent with the same, the allocated amount towards each object was proportionately reduced.

RESOLVED FURTHER THAT any actions previously taken by the Officers or Directors of the Company in furtherance of the original object of the preferential issue are hereby ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including but not limited to filing of requisite documents with the Stock Exchanges, Registrar of Companies and/ or such other authorities as may be necessary for the purpose, to resolve and settle

any questions and difficulties that may arise in respect of change of deployment of funds raised for the object of issue and utilization of issue proceeds as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Ashok Gupta, Executive Chairman and Mr. Vikas Chandra, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date.”

**By order of the Board
For Optiemus Infracom Limited**

Vikas Chandra

**Company Secretary & Compliance Officer
M. No.: 22263**

**Date: August 28, 2025
Place: Noida (U.P.)**

NOTES:

1. Pursuant to the Circular No. 09/2024 dated September 19, 2024 read with Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020, dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (herein collectively referred to as “**MCA Circulars**”) and SEBI Circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133** dated October 03, 2024 (hereinafter referred to as “**SEBI Circular**”) physical attendance of the Members at the Annual General Meeting (“**AGM**”) venue is not required and AGM can be held through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”). Hence, the 32nd AGM of the Company is being held through VC/ OAVM and Members can attend and participate therein through VC/ OAVM. The deemed venue for this AGM will be the Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024.
2. Pursuant to the provisions of the Companies Act, 2013 (“**the Act**”), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not to be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint its authorized representatives to attend and participate in the AGM through VC / OAVM and cast their votes through e-Voting.
3. **Dispatch of Annual Report and Notice of AGM through electronic mode**
In compliance with MCA and SEBI Circulars, Notice of the 32nd AGM forming part of the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depositories Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”), collectively (“**Depositories**”) /Registrar & Transfer Agent (“**RTA**”), as on cut-off date i.e. August 29, 2025, unless any Member has requested for a physical copy of the same.

Further, in compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / RTA / Depositories.

Members may please note that the Notice and Annual Report 2024-25 are available on the Company’s website at www.optiemus.com under the Investor Relations’ Section and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (**“BSE”**) at www.bseindia.com and National Stock Exchange of India Limited (**“NSE”**) at www.nseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

4. Members who have not registered their e-mail addresses so far are requested to register the same with their Depository Participants (**“DPs”**), in case the shares are held by them in electronic form and with the Company’s RTA, in case the shares are held by them in physical form, to support **‘Green Initiative’** and for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically.
5. Since this AGM will be held through VC / OAVM, the route map of the venue of this Meeting is not annexed hereto.
6. Body Corporate/Institutional Members/Corporate Members (other than individuals, HUFs, NRI etc.) intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Scrutinizer, a scanned copy (PDF/JPG format) of their respective Board Resolution, authorizing their representative to attend the AGM through VC / OAVM and vote through e-Voting on their behalf. The said Resolution to be sent to the Scrutinizer through an e-mail to skbatrapcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Body Corporate/ Institutional Members/Corporate Members shall also upload their Board Resolution/Power of Attorney etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Explanatory Statement setting out the material facts, pursuant to Section 102(1) of the Act, Listing Regulations and applicable Secretarial Standards, in respect of Special Business as set out under Item No. 3 to 7 of the Notice is annexed hereto.
9. In respect of Item No. 2 to 5, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed hereto as **Annexure-I** as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
10. Additional information as required pursuant to the provisions of Schedule V of the Act in respect of Item No. 3 of the notice is annexed hereto as **Annexure-II**.
11. Details in respect of appointment of Secretarial Auditors in terms of Regulation 36(5) of the Listing Regulations in respect of special business set out in the Notice under Item No. 6 to be transacted at the AGM is given under explanatory statement.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection electronically by the members during the 32nd AGM.

All other relevant documents referred to in this Notice and accompanying Explanatory Statement shall be made available for inspection electronically by the members from the date of dispatch of notice till the conclusion of AGM, in accordance with the applicable statutory requirements.

Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@optiemus.com and cs.vikas@optiemus.com.

13. Members may please note that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).
14. Members seeking any information with regard to the financial statements or any other matters proposed in the Notice of AGM are requested to write to the Company at info@optiemus.com and cs.vikas@optiemus.com, at least 10 days before the AGM, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No., so that the information is made available by the management at the day of the meeting.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified from time to time.
16. Members are requested to update / notify immediately, any change in their address, bank mandates to their respective Depository Participant with whom they are maintaining their demat accounts or to the Company's RTA at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.
17. SEBI vide its Circular dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios, whereas the provisions relating to freezing of folios upon non-submission of any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities, has been done away.

Further, any service requests or complaint received from any member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

In this regard, SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC, nomination details or any change/ updation thereof.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate certificates; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificates; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filed and signed Form ISR-4 to dematerialize the shares held by them in physical form.

Relevant details and forms prescribed by SEBI, in this regard are available on the website of the Company at www.optiemus.com under Share Registration Section under Investor Relations at <https://www.optiemus.com/shareregistration.html>. Members are requested to kindly take note of the same and update their particulars timely.

18. In terms of Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form. Further, transmission and transposition can only be affected in dematerialized form. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialized form. Transfers of equity shares in electronic form are effected through the depository system with no involvement of the Company. Hence, members are requested to dematerialize their shares, if held in physical form.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has introduced **a special 6-month window from July 07, 2025 to January 06, 2026** for investors whose physical share transfer requests (submitted before April 01, 2019) were rejected or returned due to documentation issues. Under this new window, such investors can now re-submit their old transfer requests but shares will be transferred only in demat form, not in physical mode. Members are requested to kindly re-lodge their pending transfer requests during this special window.

19. Pursuant to Section 72 of the Act and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://www.optiemus.com/shareregistration.html>. Members are requested to submit the said details to their DP, in case the shares are held by them in dematerialized form and to RTA, in case the shares are held in physical form, quoting their folio number.
20. SEBI vide its Circular dated June 10, 2024, mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/ Company.
21. Members may please note that dividend that remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund ("IEPF"), as required under Section 124 of the Act. Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. In view of this, Members are requested to claim their dividend from the Company.
22. SEBI vide Circular No(s). SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common **Online Dispute Resolution Portal** ("ODR Portal") to raise disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.optiemus.com/online-dispute-resolution-portal.html>.
23. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. info@optiemus.com to enable investors to register their complaints/requests, if any.
24. **Process and manner for members opting for voting through electronic means:**
 - i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL to facilitate voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting system on the date of AGM will be provided by CDSL. The detailed instructions for e-Voting and joining the AGM through VC / OAVM are annexed to this Notice.

- ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-Voting as well as voting system during the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or voting during the AGM by following the procedure mentioned herein.
- iv) The remote e-Voting period will commence on Saturday, September 27, 2025 at 9:00 A.M. (IST) and end on Monday, September 29, 2025 at 5:00 P.M. (IST). During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, September 23, 2025 (cut-off date), may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.

Those members, who shall be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again at the AGM.
- v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi) In case of joint holders attending the AGM, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date i.e. Tuesday, September 23, 2025 shall be entitled to vote at the AGM.
- vii) The Board of Directors has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as the Scrutinizer for conducting the e-Voting process in accordance with the law and in a fair and transparent manner.

The Instructions for shareholders for e-Voting are as under:

- (i) The voting period will begin on Saturday, September 27, 2025 at 9:00 A.M. (IST) and will end on Monday, September 29, 2025 at 5:00 P.M. (IST). During this period, shareholders of the Company as on the cut-off date (record date) i.e. Tuesday, September 23, 2025, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to Section 108 of the Act read with rules made thereunder and SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders'/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit CDSL website at www.cdslindia.com and click on Login icon and My Easi New (Token) tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME etc., so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-Voting website at www.evotingindia.com .
2. Click on “Shareholders” module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps, as given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
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"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of **Optiemus Infracom Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also a provision to upload Board Resolution / Authorisation/ Power of Attorney etc, if any, in case of Institutional Investor/Corporate Shareholder who wish to authorise a person on its behalf, which will be made available to scrutinizer for verification.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians–For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that a scanned copy of the Board Resolution or Power of Attorney, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail ID: skbatrapcs@gmail.com and to the Company at the e-mail ID: cs.vikas@optiemus.com, and info@optiemus.com if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

Process for those shareholders whose e-mail/mobile no. are not registered with the Company/Depositories

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the Share Certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhar Card) by an e-mail to the RTA at their e-mail ID: beetal@beetalfinancial.com.
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Instructions for shareholders for attending the AGM through VC/OAVM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis as per MCA Circulars. This shall not include large Shareholders (Shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

5. Members are advised to join the Meeting through Laptops / IPads for better experience.
 6. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 7. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 8. Members who would like to express their views or ask questions or queries during the AGM may register themselves as a speaker by sending their request in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at info@optiemus.com and cs.vikas@optiemus.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at info@optiemus.com and cs.vikas@optiemus.com. These queries will be replied to by the Company suitably by e-mail.
 9. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 10. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 11. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
 12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 23, 2025 may follow the same instructions as mentioned above for e-Voting.
- (xix) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xx) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting (votes cast during AGM and votes cast through remote e-Voting) in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer thereafter, shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, after completion of his scrutiny to the Chairman or a person authorized by him in writing who shall countersign the same. The result of the e-Voting will be announced within 2 working days after the conclusion of the meeting.
- (xxi) The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company at www.optiemus.com and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges where the shares of Company are listed i.e. NSE and BSE. The results of the e-Voting along with the consolidated Scrutinizer's report will also be displayed at the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned under Item No(s). 3 to 7 of the accompanying Notice as required under Section 102 of the Companies Act, 2013 (**"the Act"**):

ITEM NO. 3:

At the 29th Annual General Meeting of the Company held on September 29, 2022, the Members had approved re-appointment of Mr. Ashok Gupta as a Whole-time Director, designated as Executive Chairman of the Company, for a period of 3 (Three) consecutive years i.e. from April 01, 2023 till March 31, 2026 (both days inclusive) pursuant to the provisions of the Act. Accordingly, his term as a Whole-time Director will expire on March 31, 2026.

Therefore, the Nomination and Remuneration Committee ("**NRC**") after taking into account the performance evaluation report of Mr. Ashok Gupta and considering his immense knowledge, skills, expertise, substantial contribution, the rich & varied experience in the industry and his involvement in the operations of the Company, at its meeting held on August 28, 2025, had recommended to the Board, his re-appointment as a Whole-time Director and designated as Executive Chairman for a further term of 3 (Three) years w.e.f. April 01, 2026 to March 31, 2029.

Brief profile of Mr. Ashok Gupta and other requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as **Annexure-I**.

Further, although the Company has earned profits in the preceding financial years and is expected to continue to operate profitably. However, pursuant to the provisions of Section 197 read with Schedule V of the Act, in the event of absence and/or inadequacy of profits (calculated under Section 198 of the Act) in any financial year during the next tenure of Mr. Ashok Gupta as a Whole-time Director, the Company may pay remuneration to him in excess of the limits as specified in Schedule V, upon receipt of the approval of members by way of a Special Resolution.

Also, Mr. Ashok Gupta, if re-appointed, for a further term of 3 (Three) years, will attain the age of 70 years on December 22, 2028, which falls before the end of his proposed next term of re-appointment i.e. before March 31, 2029.

Section 196(3) and Part I of Schedule V of the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as executive director unless it is approved by the members by passing a special resolution.

Therefore, based upon the recommendations of NRC, the Board, considering Mr. Gupta's knowledge, skills, expertise, rich experience and his involvement in the operations of the Company, is of the view that the Company has grown extensively under the guidance of Mr. Ashok Gupta and that he possesses the necessary expertise & experience to accelerate the Company's operations & achieve its vision and it would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint him as a Whole-time Director (designated as Executive Chairman) of the Company.

The Board also considered that he fulfils the conditions specified in the Act and rules made thereunder for his re-appointment, therefore, the Board, at its meeting held on August 28, 2025, approved the re-appointment of Mr. Ashok Gupta for a further term of 3 (Three) years commencing from April 01, 2026 to March 31, 2029 at such remuneration as proposed under Item no. 3 of the Notice and continuation of his term of office as a Whole-time Director, even after attaining the age of 70 years.

The Board also considered that the re-appointment of Mr. Ashok Gupta and remuneration payable to him commensurate with his duties and responsibilities as Whole-time Director, designated as Executive Chairman of the Company.

In this regard, the Company has received from Mr. Ashok Gupta his consent in writing to act as a Director and a declaration that he is not disqualified in terms of Section 164 of the Act. Also, the Company has received a declaration from him confirming that he satisfies the conditions set out under Section 196 (3) and in Part-I of Schedule V of the Act, for being eligible for his re-appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ashok Gupta under Section 190 of the Act.

In respect of re-appointment of Mr. Gupta, the Company has received a notice in writing from a member proposing the candidature of Mr. Gupta for the office of Director, in accordance with Section 160 of the Act and rules made thereunder.

Therefore, as per the said provisions, approval of the members by way of passing a special resolution is being sought for the resolution proposed under Item no. 3 of the Notice.

The information as required to be disclosed as per the provisions of Schedule V of the Act is given under **Annexure-II** of the Notice.

The Board recommends the Special Resolution set out under Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Ashok Gupta & Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest in the Company for Item No. 3, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO. 4:

At the 28th Annual General Meeting of the Company held on September 29, 2021, the Members had approved the appointment of Ms. Ritu Goyal as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from April 01, 2021 upto March 31, 2026 (both days inclusive) pursuant to the provisions of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, her first term as an Independent Director of Company will expire on March 31, 2026.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Therefore, the Nomination and Remuneration Committee ("NRC") of the Board of Directors at its meeting held on August 28, 2025, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Ms. Ritu Goyal, has recommended to the Board, her re-appointment as an Independent Director for a second term.

Brief profile of Ms. Ritu Goyal and other requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as **Annexure-I**.

Ms. Ritu Goyal has provided her consent to act as a Director and confirmed the fact that she is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has also received a declaration from Ms. Goyal, that she

meets the criteria of independence as prescribed, under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

Ms. Goyal has also confirmed that she has complied with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In connection with the above appointment, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company from a Member, proposing the candidature of Ms. Ritu Goyal for the office of the Director.

In the opinion of the Board, Ms. Goyal possess the identified core skills, expertise and competencies fundamental for effective functioning of role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Further, she fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for her re-appointment as a Non-Executive Independent Director of the Company. Also, Ms. Goyal is independent of the management.

Considering the contributions made by Ms. Ritu Goyal during her tenure and based upon the recommendations of NRC and subject to the approval of Members, the Board, at its meeting held on August 28, 2025, has approved the re-appointment of Ms. Ritu Goyal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031.

In accordance with the provisions of Section 149(10) of the Act read with Schedule IV and Regulation 25(2A) of Listing Regulations, re-appointment of Independent Director requires the approval of Members by way of a special resolution. Accordingly, prior approval of Members of the Company is being sought by way of a special resolution for the re-appointment of Ms. Ritu Goyal as an Independent Director for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031.

In line with the Company's Nomination and Remuneration Policy, Ms. Ritu Goyal will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses relating to meeting, if any, pursuant to the provisions of applicable laws.

The draft terms and conditions of appointment of Independent Directors is placed on the Company's website and is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives, except Ms. Ritu Goyal and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO. 5:

The members are informed that the second term of Mr. Naresh Kumar Jain as an Independent Director of the Company will expire on October 27, 2025. Therefore, to comply with the requirement of minimum number of Non-Executive / Independent Directors on the Board as per the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is required to appoint a Non-Executive Independent Director in place of Mr. Naresh Kumar Jain.

Therefore, the Nomination and Remuneration Committee ("NRC") at its meeting held on August 28, 2025, after considering the professional background, qualifications, knowledge, skills, expertise and capabilities required for the role of Independent Director, has recommended to the Board, the appointment of Mr.

Vishal Rajpal (DIN: 00864403) as an Independent Director for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

Brief profile of Mr. Vishal Rajpal and other requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice as **Annexure-I**.

Mr. Vishal Rajpal has provided his consent to act as a Director and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. The Company has also received declaration from Mr. Vishal Rajpal that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mr. Vishal has also confirmed that he has complied with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In connection with the above, a notice in writing in the prescribed manner as required by Section 160 of the Act and Rules framed thereunder, has been received by the Company from a Member, proposing the candidature of Mr. Vishal Rajpal for the office of Director.

The Board is of the opinion that Mr. Rajpal possess the identified core skills, expertise and competencies fundamental for effective functioning of role as an Independent Director of the Company and his association would be of immense benefit to the Company. Further, he fulfils the conditions specified in the Act, rules thereunder and Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Accordingly, on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on August 28, 2025, has proposed the appointment of Mr. Vishal Rajpal as an Independent Director, for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028, for the approval of Members.

In accordance with the provisions of Section 149(10) of the Act read with Schedule IV and Regulation 25(2A) of Listing Regulations, appointment of Independent Director requires the approval of Members by way of special resolution. Accordingly, the prior approval of the Members of Company is being sought by way of a special resolution for the appointment of Mr. Vishal Rajpal as an Independent Director for a term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028.

In line with the Company's Nomination and Remuneration Policy, Mr. Vishal Rajpal will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses relating to meeting, if any, pursuant to the provisions of applicable laws.

The draft terms and conditions of appointment of Independent Directors is placed on the Company's website and is available for inspection by the members.

The Board recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6:

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity shall appoint or re-appoint Secretarial Auditor with the approval of its shareholders at its Annual General Meeting.

Accordingly, in terms of the aforesaid requirement, based upon the recommendations of the Audit Committee and subject to the approval of the Shareholders, the Board of Directors of the Company, at its meeting held on May 26, 2025, has approved the appointment of M/s. S.K. Batra & Associates, Practicing Company Secretaries (Peer Reviewed Unit UIN No.: S2008DE794900), as the Secretarial Auditors of Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26 to 2029-30, at a fees of Rs.1,60,000/- (Rupees One Lakh Sixty Thousand Only) plus taxes, excluding certification fees, in respect of Secretarial Audit to be undertaken for the F.Y. 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board.

M/s. S.K. Batra & Associates (a Peer Reviewed Firm) is a well-known firm of Practicing Company Secretaries founded in 2008 and based at New Delhi. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm has over 16 years of experience and is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, Secretarial Compliances, Mergers and Amalgamations, Corporate Restructuring, Intellectual Property Rights, Valuation, Compliance & Assurance Services and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency to various prominent companies.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the Listing Regulations and Section 204 of the Act and the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of this Notice for appointment of M/s. S.K. Batra & Associates as Secretarial Auditors of the Company for a period of 5 (Five) years.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

ITEM NO. 7:

The Special Resolution specified under Item No. 7 of the Notice has been proposed pursuant to the modification required in the deployment of funds, raised through preferential issue of 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants ("**Warrants**") of face value of Rs. 10/- each at an issue price of Rs. 672.25/- each, aggregating to Rs. 2,96,36,81,350/- (Rupees Two Hundred Ninety-Six Crore Thirty Six Lakh Eighty One Thousand Three Hundred and Fifty Only) ("**Preferential Issue**"), for the objects stated in the Notice of EGM. Pursuant to the approval of the Board of Directors at its meeting held on December 12, 2024 and subsequent approval of the shareholders obtained in the Extra-Ordinary General Meeting held on January 04, 2025, convened pursuant to the Notice dated December 12, 2024 ("**Notice of EGM**"), the Company has allotted the aforesaid Equity Shares and Warrants on February 08, 2025, in accordance with the applicable provisions of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Further, the aforesaid proposal for the modification in the deployment of funds, raised through preferential issue for the objects stated in the Notice of EGM, has been approved by the Board of Directors ("**Board**") at their meeting held on August 28, 2025.

As per the approval granted by the members of the Company in the EGM, the objects of the issue, i.e., utilization of the proceeds raised through the preferential issue, were the following:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To subscribe to the Equity Shares of Optiemus Electronics Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	6,846.10	On or before March 31, 2027
2	To subscribe to the Equity Shares of GDN Enterprises Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	5,186.44	On or before March 31, 2027
3	To subscribe to the Equity Shares of Optiemus Unmanned Systems Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	1,867.12	On or before March 31, 2027
4	To subscribe to the Equity Shares of Bharat Innovative Glass Technologies Private Limited , as its proportionate contribution in Joint Venture cum Subsidiary Company i.e. 70% of its paid-up equity share capital;	6,846.10	On or before March 31, 2027
5	To meet working capital requirements of the Company;	1,481.84	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	On or before December 31, 2026
Total		29,636.81	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- All decimals have been rounded off to two decimal points.
- In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

Note: The Company proposed the Preferential Issue of 21,85,884 Equity Shares and 42,76,106 Fully Convertible Warrants, aggregating to an amount of Rs. 4,34,40,72,777.50/-. However, due to under subscription for warrants and equity shares, the actual allotment was made for 13,95,800 Equity Shares and 30,12,800 Fully Convertible Warrants, aggregating to an amount of Rs. 2,96,36,81,350/-, on February 08, 2025. Consequently, the allocated amount towards each object was proportionately reduced.

Upon review of actual implementation and evolving strategic priorities, the Board, at its meeting held on August 28, 2025, re-assessed the deployment of funds and recommends reallocation of proceeds for more efficient capital utilization. The key changes are **reduction in funds allocated to Objects 1,3 and 4** and a corresponding **increase in allocation towards the Company's working capital requirements (Object 5)**.

The Board believes that this revised allocation will enable better utilization of available funds, strengthen the Company's financial flexibility, support immediate operational requirements and remain aligned with the Company's evolving business strategy.

The proposed modified object-wise allocation is given below:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakhs) *	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To subscribe to the Equity Shares of Optiemus Electronics Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	3,870.00	On or before March 31, 2027
2	To subscribe to the Equity Shares of GDN Enterprises Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	5,186.44	On or before March 31, 2027
3	To subscribe to the Equity Shares of Optiemus Unmanned Systems Private Limited , Subsidiary of the Company. The funds raised shall be utilized by the subsidiary for its capital expenditure (Movable & Immovable Capital Assets) and/ or working capital requirements;	800.00	On or before March 31, 2027
4	To subscribe to the Equity Shares of Bharat Innovative Glass Technologies Private Limited , as its proportionate contribution in Joint Venture cum Subsidiary Company i.e. 70% of its paid-up equity-share capital;	5,800.70	On or before March 31, 2027
5	To meet working capital requirements of the Company;	6,570.47	On or before December 31, 2026
6	For General Corporate Purposes	7,409.20	On or before December 31, 2026
Total		29,636.81	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated timeline.

Note:

- *All decimals have been rounded off to two decimal points.*
- *In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.*

None of the Directors/ Key Managerial Personnel ("KMP") of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item No. 7 of this Notice for the modification in the deployment of funds, raised through preferential issue for the objects stated in the Notice, by way of Special Resolution.

Annexure-I
**Details of Directors seeking appointment / re-appointment at this Annual General Meeting
(In respect of Item No. 2 to 5)**

(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
DIN	00277434	05180676	00864403
Designation and Category of Director	Executive Chairman and Whole-time Director (Executive Director)	Independent Director (Non-Executive)	Independent Director (Non-Executive)
Nationality	Indian	Indian	Indian
Age	66 Years	39 Years	48 Years
Date of first appointment on the Board	January 05, 2009	April 01, 2021	Not Applicable
Qualification and Experience / Brief resume	<p>Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 45 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 38 years ago and founded Optimus Infracom Limited in 1993, driven by a mission to make advanced technology accessible to all.</p> <p>Mr. Gupta combines strong entrepreneurial acumen with active involvement in key managerial roles. Over the years, he has promoted several companies within the telecom and allied sectors, playing a pivotal role in shaping their strategic direction. His foresight and leadership have been instrumental in the continued growth and success of the Optimus Group.</p> <p>Mr. Gupta firmly believes that the future is in India. He envisions making India the global leader in electronics manufacturing and trading.</p>	<p>Ms. Ritu Goyal is a lawyer by profession and a Fellow Member of the Institute of Company Secretaries of India. She has rich experience of more than 17 years in Corporate Litigation, Civil Litigation, Contract Management, Intellectual Property Rights, Corporate Governance, Restructuring, Compliance, Finance, Marketing & Branding etc. She is accredited for her excellent communication skills of speaking in public at large and Liaisoning with top management of big corporate houses, government and semi government authorities. She is a regular speaker on various capacity building, self-awareness and legal topics at various Multi-National Companies, Professional Institutes, Law Colleges and other Institutes. She is also a partner of M/s. Naks & Partners, Multifaceted International Law Firm, and responsible for Corporate Litigation, Contract Management, Compliance Management, Corporate Finance and Civil Litigation.</p>	<p>Mr. Vishal Rajpal is a Fellow Chartered Accountant (FCA) and a dynamic and results driven finance professional with over 22 years of professional experience in investment banking, project finance, real estate development and strategic advisory. He holds MBA degree in Finance and is also a law graduate from University of Delhi, with a proven track record of corporate leadership, capital raising, and institution building. Mr. Vishal demonstrates a rare blend of financial expertise, governance insight, and social commitment.</p> <p>He has worked with various organisations wherein he has handled major projects like superhead strategic investments, capital restructuring, developed project finance structures.</p>

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
		<p>She has been appointed as a member of various committees across big corporates including Internal Complaint Committee formed under Prevention of Sexual Harassment laws for women.</p> <p>Her contributions have earned her several accolades, including being named among the “10 Powerful Women Lawyers” by <i>Insight Success</i> (2018), “25 Most Influential Women to Watch” by <i>Entrepreneur Insights</i> (2022), and the “Rising Star Award” by Achromic Point (2023).</p> <p>She is associated with various Non-Profit Organisations working for the upliftment of poor and needy people and a member of various clubs engaged in entertainment and knowledge sharing activities at large.</p>	<p>His core passion lies in corporate governance, where he continues to advise companies for best corporate governance practices and engage with regulators to promote best practices.</p> <p>He is currently working as a Senior partner of M/s. Singh Chugh & Kumar, Chartered Accountants. He is a founder and Director of Maxsol Financial Consulting Private Limited, engaged into providing financial and management consultancy services. He is a founder Trustee of Chamber of Progressive Residents Trust (CPRT) - Focused on citizen empowerment through access to public schemes.</p>
Expertise in specific functional areas	Mr. Ashok Gupta possesses expertise in Leadership and Management Skills, Corporate Governance, Stakeholders Relationship, Financial and Risk Management Expertise, Sales and Marketing, In-depth Knowledge of Telecom Sector, Technical planning and foreign alliances; Capital Market; Sustainability, ESG and Board Cohesion.	Ms. Ritu Goyal possesses expertise in Leadership Skills, Financial Expertise; Legal Matters, Securities Laws, Stakeholder Relationship, Marketing & Branding, Public Speaking & Legal Awareness, Women Empowerment, POSH Compliance, and Board Cohesions;	Mr. Vishal Rajpal possesses expertise in Leadership Skills, Financial and Risk Management Expertise, Banking, Capital Market, Securities Laws, and Board Cohesion.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
Terms and conditions of appointment / re-appointment	On existing terms & conditions	On existing terms & conditions	As mentioned in the resolution set out at Item No.5 of the Notice
Percent of Shareholding in the Company as on the date of notice (including details of shareholding as a beneficial owner, in case of non-executive directors)	6.60% (5,754,894 equity shares, held by his own)	NIL	NIL
Directorships held in other Companies as on date	Other Companies: <ol style="list-style-type: none"> 1. Param Exports and Construction Private Limited 2. Optiemus Electronics Limited 3. Optiemus Infracom (Singapore) Pte. Ltd. 4. My Mobile Infomedia Private Limited 5. Telemax Links India Private Limited 6. Besmarty Technologies Private Limited 7. Insat Exports Private Limited 8. G R A Enterprises Private Limited 9. GDN Enterprises Private Limited 10. Bharat Innovative Glass Technologies Private Limited 11. Optiemus Telecommunication Private Limited 12. Optiemus Unmanned Systems Private Limited 	Listed Companies: <ol style="list-style-type: none"> 1. Skyweb Infotech Limited 2. A2Z Infra Engineering Limited Other Companies: <ol style="list-style-type: none"> 1. Avanirit Corporate Solutions Private Limited 2. GDN Enterprises Private Limited 3. Optiemus Electronics Limited 	Other Companies: <ol style="list-style-type: none"> 1. Metro Plantations Private Limited 2. Maxsol Financial Consulting Private Limited

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
	13. Optiemus Vision Technology Private Limited 14. Optiemus Display Technology Private Limited 15. Optiemus Micro Electronics Private Limited		
Chairmanship/ Membership of the Committees of the Board across all other public Companies of which he/she is a Director as on date (excluding Foreign Companies)	Listed Companies: Optiemus Infracom Limited 1. Stakeholders Relationship Committee (Member) 2. Risk Management Committee (Chairman) 3. Operations & Administration Committee (Chairman) 4. Preferential Allotment Committee (Chairman) Other Companies: Optiemus Electronics Limited 1. Operations and Administration Committee (Chairman) GDN Enterprises Private Limited 1. Operations and Administration Committee (Chairman)	Listed Companies: Optiemus Infracom Limited 1. Stakeholders Relationship Committee (Chairperson) 2. Nomination and Remuneration Committee (Chairperson) Skyweb Infotech Limited 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) A2Z Infra Engineering Limited 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Chairperson)	None
Name of Listed companies from which the Director has resigned from the Directorship in the past three years	None	None	None

Name of Director	Mr. Ashok Gupta	Ms. Ritu Goyal	Mr. Vishal Rajpal
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)	Last Remuneration: Rs. 90 Lakhs per annum Proposed Remuneration: Rs. 90 Lakhs per annum	Last Remuneration: NIL Proposed Remuneration: NIL <i>(She will be eligible for sitting fees, as approved by the Board, from time to time, as per the Nomination and Remuneration Policy of the Company)</i>	Last Remuneration: Not Applicable; Proposed Remuneration: NIL <i>(He will be eligible for sitting fees, as approved by the Board, from time to time, as per the Nomination and Remuneration Policy of the Company)</i>
Inter-se relationships with Directors and Key Managerial Personnel (“KMP”) of the Company	Mr. Ashok Gupta is father of Mr. Neetesh Gupta, Non-Executive Director of the Company. No relationship exist with any other Director and KMP.	No relationship exists with any other Director and KMP.	No relationship exists with any other Director and KMP.
No. of Board Meetings attended during the Financial year 2024-25	6 out of 6	6 out of 6	Not Applicable

**STATEMENT CONTAINING ADDITIONAL INFORMATION AS PER SCHEDULE V OF THE
COMPANIES ACT, 2013**
(In respect of Item No. 3 of the Notice)
I. GENERAL INFORMATION:
1. Nature of Industry

The Company was incorporated on 17th June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged into the business of trading of Telecommunication and allied products.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators:

The financial performance of the Company on standalone basis is as follows:

(INR in Lakhs)

Particulars	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
Total Revenue	59,153.05	64,442.53	59,727.15
Total Expenses	57,199.64	63,210.35	60,112.42
Profit before Exceptional & Extraordinary Items and Tax	3,269.51	3,568.50	4,265.06
Exceptional Items	-	-	-
Profit before tax	3,269.51	3,568.50	4,265.06
Profit after tax	2,224.04	2,503.30	3,480.25
Total Comprehensive Income	2,229.53	2,498.60	3,479.50
Earnings per equity share			
Basic	2.59	2.91	4.05
Diluted	2.58	2.91	4.04

5. Foreign Investments or collaborations, if any

During the F.Y. 2024-25, the Company has not made any foreign investment or collaborations. However, the Company has one overseas wholly owned subsidiary viz. Optiemus Infracom (Singapore) Pte. Ltd.

II. INFORMATION ABOUT APPOINTEE / MANAGERIAL PERSONNEL:

Mr. Ashok Gupta:

(a) Background Details, Job Profile & Suitability:

Mr. Ashok Gupta is a visionary first-generation entrepreneur with an impressive career spanning over 45 years in the manufacturing and trading of telecommunication and allied products. He ventured into the mobile phone and related industries over 38 years ago and founded Optiemus Infracom Limited in 1993, driven by a mission to make advanced technology accessible to all.

Mr. Gupta combines strong entrepreneurial acumen with active involvement in key managerial roles. Over the years, he has promoted several companies within the telecom and allied sectors, playing a pivotal role in shaping their strategic direction. His foresight and leadership have been instrumental in the continued growth and success of the Optiemus Group.

Mr. Gupta firmly believes that the future is in India. He envisions making India the global leader in electronics manufacturing and trading.

(b) Past Remuneration and remuneration proposed:

- **Past Remuneration:** Rs. 90 Lakhs (Rupees Ninety Lakhs) per annum plus other perquisites and allowances.
- **Proposed Remuneration:** Rs. 90 Lakhs (Rupees Ninety Lakhs) per annum plus other perquisites and allowances as set out under Item no. 3.

(c) Recognition or Awards: None

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, profile, knowledge, skills and responsibilities shouldered by Mr. Ashok Gupta, the remuneration proposed to be paid is commensurate with remuneration packages paid to similar senior level counterpart(s) in other Companies in the industry.

Hence, the proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.

(e) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Mr. Ashok Gupta is a Promoter of the Company. He also receives remuneration from the Company and holds 6.60% i.e. 57,54,894 Equity shares of the Company. Further, he is father of Mr. Neetesh Gupta, Non-Executive Director of the Company.

Apart from the above, Mr. Ashok Gupta has no pecuniary relationship with any other managerial personnel.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

Not Applicable, as the profits were adequate during the Financial Year 2024-25 and presently, the remuneration which is being paid to Mr. Ashok Gupta is within the limits specified under Section 197 of the Companies Act, 2013.

2. Steps taken or proposed to be taken for improvement:

Not Applicable

3. Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. DISCLOSURES:

Requisite disclosure regarding remuneration, fixed components and performance linked incentives along with performance criteria, service contracts, notice period, severance fees, stock options etc. has been disclosed under the “Corporate Governance Report” attached to the Financial Statements of the Company and forming part of this Annual Report.