

Ref. No.: OIL/CO/SE/2025-26/35

August 28, 2025

Listing Department  
**BSE Limited**  
Floor 25, P J Towers  
Dalal Street  
Mumbai- 400 001

Listing Department  
**National Stock Exchange of India Ltd**  
Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Scrip Code: 530135**

**Symbol: OPTIEMUS**

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Outcome of Board Meeting held on August 28, 2025**

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, this is to inform you that the Board of Directors of the Company at its meeting held today i.e. Thursday, 28<sup>th</sup> August, 2025 has, *inter-alia*, considered & approved the following matters:

**1. Re-appointment of Whole-time Director**

Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the re-appointment of Mr. Ashok Gupta (DIN: 00277434) as Whole-time Director, designed as Executive Chairman of the Company, for a further period of 3 (Three) years commencing from April 01, 2026 to March 31, 2029 and continuation of his term of office upon attaining the age of 70 years during his term i.e. till March 31, 2029, subject to the approval of shareholders at the ensuing Annual General Meeting.

**2. Re-appointment of Independent Director**

Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the re-appointment of Ms. Ritu Goyal (DIN: 05180676) as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from April 01, 2026 to March 31, 2031, subject to the approval of shareholders at the ensuing Annual General Meeting.

**3. Take note of Completion of Tenure / Cessation of Independent Director**

Mr. Naresh Kumar Jain (DIN: 01281538) will cease to be an Independent Director of the Company upon completion of 2 (Two) consecutive terms of 5 (Five) years each from the closure of business hours on October 27, 2025.

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#### **4. Appointment of Independent Director**

Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. Vishal Rajpal (DIN: 00864403) as an Independent Director of the Company for a first term of 3 (Three) consecutive years effective from October 28, 2025 to October 27, 2028, subject to the approval of shareholders at the ensuing Annual General Meeting.

#### **5. Reconstitution of Committees**

In view of the abovementioned change in Directors, the Board has approved reconstitution of following committees of the Board with effect from October 28, 2025:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) CSR Committee

#### **6. Change in Senior Management Personnel**

Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors has accorded its approval to designate:

- a) Mr. Kush Srivastava, currently serving as General Counsel-Legal of the Company, as Legal Head (falling under the category of Senior Management) of the Company with effect from August 28, 2025.
- b) Mr. Rajesh Rana, currently serving as a Deputy General Manager (Taxation) of the Company, as Taxation Head (falling under the category of Senior Management) of the Company with effect from August 28, 2025.

#### **7. Approval for 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**

In continuation to the Board/Preferential Allotment Committee Meeting dated December 12, 2024 and February 08, 2025 and pursuant to the provisions of the Companies Act, 2013, the relevant SEBI regulations, and other applicable laws and subject to all necessary approvals, consents, permissions and sanctions, including approval of the members of the Company, the Board of Directors of the Company has accorded its approval to modify the deployment of the 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 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 Lakh)*	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
		Existing	Proposed	
1	To subscribe to the Equity Shares of <b>OptiEmus Electronics Limited</b> , 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 <b>GDN Enterprises Private Limited</b> , 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
3	To subscribe to the Equity Shares of <b>OptiEmus Unmanned Systems Private Limited</b> , 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 <b>Bharat Innovative Glass Technologies Private Limited</b> , as its proportionate contribution in Joint Venture cum Subsidiary Company i.e.	6,846.10	5,800.70	On or before March 31, 2027

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	70% of its paid-up equity-share capital;			
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
<b>Total</b>		<b>29,636.81</b>	<b>29,636.81</b>	

(\*) 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, 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.

## 8. Schedule of Annual General Meeting (“AGM”)

The 32<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on **Tuesday, September 30, 2025 at 03.00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means (“VC/OAVM”).

The Notice of 32<sup>nd</sup> Annual General Meeting and Annual Report for the financial year 2024-25 will be sent in due course to all shareholders whose e-mail IDs are registered with the Company/Depositories and will also be available on the Company’s website at [www.optiemus.com](http://www.optiemus.com).

## 9. Book Closure

Pursuant to Section 91 of the Companies Act, 2013 read with rules made thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the Register of Member and Share Transfer Books of the Company will remain closed from **Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive)** for taking record of the Members of the Company for the purpose of 32<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, September 30, 2025.

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## 10. E-voting Period Details

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has arranged to provide remote e-voting facility to cast their votes electronically on the resolutions proposed to be passed at the ensuing AGM and the cut-off date for the purpose of ascertaining e-voting rights of the shareholders / beneficial owners for the purpose of 32<sup>nd</sup> Annual General Meeting is **Tuesday, September 23, 2025**.

The remote e-voting period will commence on **Saturday, September 27, 2025 at 9.00 a.m. (IST) and ends on Monday, September 29, 2025 at 5.00 p.m. (IST)**. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting

The requisite details in respect of abovementioned Item No. 1 to 4 and 6 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Master Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure-I**.

The meeting of the Board of Directors commenced at 01:00 P.M. and concluded at 01:40 P.M.

This intimation is also being uploaded on the website of the Company at [www.optiemus.com](http://www.optiemus.com).

Kindly take the same on your records.

Thanking You,

Yours truly,

**For Optiemus Infracom Limited**

**Vikas Chandra**  
**Company Secretary & Compliance Officer**

**Encl: as above**

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# Annexure-I

**Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024**

## A) Details of change in Directors:

S. No.	Particulars	Detail			
1.	Name of Director	<b>Mr. Ashok Gupta</b> (Whole time Director) (DIN: 00277434)	<b>Ms. Ritu Goyal</b> (Independent Director) (DIN: 05180676)	<b>Mr. Vishal Rajpal</b> (Proposed Independent Director) (DIN: 00864403)	<b>Mr. Naresh Kumar Jain</b> (Independent Director) (DIN: 01281538)
2.	Reason for change viz. appointment/re-appointment, resignation, removal, death or otherwise;	Re-appointment as a Whole-time Director, designated as Executive Chairman of the Company with effect from April 01, 2026.	Re-appointment as an Independent Director of the Company for a second term of 5 (Five) consecutive years effective from April 01, 2026.	Appointment as an Independent Director of the Company for a term of 3 (Three) consecutive years effective from October 28, 2025.	Cessation due to completion of 2 consecutive terms of 5 years each.
3.	Date of appointment/re-appointment/cessation & term of appointment / re-appointment	Re-appointed for a term of 3 (Three) years commencing from April 01, 2026 up to March 31, 2029, subject to the approval of Shareholders at the ensuing Annual General Meeting.	Re-appointed for a second term of 5 (Five) consecutive years effective from April 01, 2026 to March 31, 2031, subject to the approval of Shareholders at the ensuing Annual General Meeting.	Appointed for a term of 3 (Three) years commencing from October 28, 2025 up to October 27, 2028, subject to the approval of Shareholders at the ensuing Annual General Meeting.	October 27, 2025
4.	Brief Profile (in case of appointment/re-appointment)	Mr. Ashok Gupta is a visionary entrepreneur who foresaw the emergence of mobile phones early and started Optiemus Infracom	Ms. Ritu Goyal is a lawyer by profession and a Fellow Member of the Institute of Company Secretaries of India. She has rich	Mr. Vishal Rajpal is a Fellow Chartered Accountant (FCA) and a dynamic and results driven finance professional with over 22 years of professional	Not Applicable

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		<p>Limited in 1993 with a vision of providing technology products for all. He has experience of 45 years in the business activities in Telecom Industry, Import of Mobile Handset and Accessories. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments. He has promoted various companies in the field of Telecommunication and Allied Products.</p>	<p>experience of more than 17 years in Corporate Litigation, Civil Litigation, Contract Management, Intellectual Property Rights, Corporate Governance, Restructuring, Compliance, Finance, Marketing &amp; 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 &amp; Partners, Multifaceted International Law Firm, and responsible for Corporate Litigation, Contract Management, Compliance Management, Corporate Finance and Civil Litigation.</p> <p>She has been appointed as a member of various committees across big</p>	<p>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. 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 &amp; Kumar, Chartered Accountants. He is a founder and Director of Maxsol</p>	
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			<p>corporates including Internal Complaint Committee formed under Prevention of Sexual Harassment laws for women. 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>	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.	
<u>5.</u>	<b>Inter-se relationships between Directors (in case of appointment of a Director)</b>	Mr. Ashok Gupta is father of Mr. Neetesh Gupta, Non-Executive Director of the Company. No relationship exists with any other Director/KMP.	No relationship exists with any Director or KMP.	No relationship exists with any Director or KMP.	
<u>6.</u>	<b>Information as required pursuant to Circular of BSE bearing ref. no. LIST/</b>	Mr. Ashok Gupta is not debarred from accessing capital markets and / or restrained from holding the	Ms. Ritu Goyal is not debarred from accessing capital markets and / or restrained from holding the	Mr. Vishal Rajpal is not debarred from accessing capital markets and / or restrained from holding the	

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	<b>COMP/ 14/2018-19</b> <b>and the National</b> <b>Stock Exchange of</b> <b>India Ltd bearing ref.</b> <b>no.</b> <b>NSE/CML/2018/24,</b> <b>dated 20th June,</b> <b>2018</b>	office of director by virtue of any order of the SEBI or any other such authority.	office of director by virtue of any order of the SEBI or any other such authority.	office of director by virtue of any order of the SEBI or any other such authority.	
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## B) Details of change in Senior Management

S. No.	Particulars	Details	
1.	Name of Senior Management Personnel	Mr. Kush Srivastava	Mr. Rajesh Rana
2.	Reason for change viz. <del>resignation, removal, death or otherwise;</del> appointment,	Due to change in designation, Mr. Kush Srivastava has been designated as Senior Management Personnel (Legal Head)	Due to change in designation, Mr. Rajesh Rana has been designated as Senior Management Personnel (Taxation Head)
3.	Date of appointment/ <del>cessation</del> & term of appointment	Not Applicable, however the date of the change in designation is August 28, 2025.	Not Applicable, however the date of the change in designation is August 28, 2025
4.	Brief Profile (in case of appointment)	<p>Mr. Kush Srivastava joined Optiemus Infracom Limited in May, 2025 and is currently working as General Counsel – Legal of the Company, where he oversees all litigations of the Company, managing IPR Portfolio, drafting, vetting of various kinds of Agreements including but not limited to Commercial Agreements (Retail Partner Agreement/ Distributorship Agreement/ Customer Agreements/ NDA's) etc. and Legal Notices, Writ Petitions, Written Statements, Evidence Affidavits and other Legal Pleadings etc.</p> <p>Mr. Srivastava holds a Bachelor Degree of Laws (Hons.) and Master of Laws (LL.M.) in Intellectual Property Rights.</p> <p>He is a legal professional with over 13 years of extensive experience in litigation and corporate legal advisory. He has handled matters before the Supreme Court of India,</p>	<p>Mr. Rajesh Rana joined Optiemus Infracom Limited in November, 2020 and is currently working as Deputy General Manager (Taxation) of the Company, where he oversees all the GST compliances, audits, assessments, reconciliations and strategic tax planning. He has successfully led initiatives such as the completion of over 500 VAT assessments across India and implementation of cost-saving vendor management practices.</p> <p>Mr. Rajesh Rana has done Masters in Commerce and holds MBA Degree in Finance. He is a Certified GST Professional (2024) and is proficient in SAP, Tally, MS Office, GST software and computer networking.</p> <p>Also, he is a finance professional with over 24 years of extensive experience in Finance, Accounts, Taxation, and Corporate Operations across retail and manufacturing industries, both in India and abroad.</p>

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		<p>various High Courts, District Courts, Arbitral Tribunals, Consumer Commissions and other regulatory authorities.</p> <p>In the past, he has held key legal positions with Valvoline Cummins Private Ltd., LAVA International Limited, Blue Dart Express Limited, HCL Infosystems Limited, and leading law firms such as LA Partners (Advocates &amp; Solicitors) and Vinod Kumar &amp; Associates.</p> <p>His expertise spans corporate litigation, arbitration, IPR, compliance management, contract drafting &amp; vetting, stakeholder advisory and other regulatory compliances.</p>	<p>In the past, he has held leadership positions with reputed organizations including Landmark Retail Investment Co. LLC (UAE), The MobileStore Limited, Alghanim Industries (Kuwait), KB Fair Price (Pantaloon Group), and RPG Group.</p> <p>He has deep expertise in finance, accounts, corporate operations, with a specialization in indirect taxation (including VAT, GST, Service Tax).</p>
5.	<b>Inter-se relationships between Directors (in case of appointment of a Director)</b>	No relationship exists with any other Director/ KMP	No relationship exists with any other Director/ KMP

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