

Ref. No. - OIL/CO/SE/2017-18/49

December 8, 2017

The Deputy Manager,
Department of Corporate Services,
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 530135

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

Sub: Voting Pattern pursuant to Reg. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

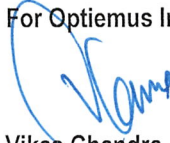
Dear Sirs,

This is to inform that Annual General Meeting of Optiemus Infracom Limited was held today i.e. on December 8, 2017 at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002, in which all the resolutions were passed with requisite majority. In this regard we enclose herewith the following:

1. Detailed Voting results of the resolutions passed by the Company.
2. Scrutinizer's Report for E-voting & Poll.

Kindly take on records.

For Optiemus Infracom Limited



Vikas Chandra
Company Secretary & Compliance Officer
Membership No. 22263

Enclosures: as above

OPTIEMUS INFRACOM LIMITED

CIN NO: L64200DL1993PLC054086

Reg. Office : K-20, 2nd Floor, Lajpat Nagar - II, New Delhi - 110024

Ph. no. : 011-29840906, Fax : 011-29840908

Corp. Office : Plot No-2A, 1st Floor, Wing A, Sector -126, Noida - 201301 (U.P).

Ph. no. : 0120-6721900,901,902,903,904,905.

Website : www.optiemus.com

VOTING RESULTS OF 24th ANNUAL GENERAL MEETING

A.	Date of AGM	08.12.2017
B.	Total Number of Shareholders as on Record Date	3383
C.	Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	0 213
D.	Number of shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	N.A.

Agenda wise disclosure for each agenda item:

1. Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31 st March 2017 and the Directors' and Auditors' Reports thereon									
Resolution Required (Ordinary/Special)									
Whether Promoter/promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. Of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Ordinary No
Promoter and Promoter Group	E-Voting	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
	Poll	0	0	0	0	0	0%	0	
	Postal Ballot (if applicable)				N.A.				
Public - Institutional	Total	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
	E-Voting				N.A.				
	Poll				N.A.				



holders	Postal Ballot (if applicable)	N.A.				
	Total	N.A.				
Public-Non Institutional	E-Voting	17,261,480	17,261,480	100%	0	100%
	Poll	14,366	14,355	99.92%	255	1.78%
	Postal Ballot (if applicable)	N.A.				
	Total	17,275,846	17,275,835	99.99%	14,100	99.92%
	Total	81,576,387	81,576,376	99.99%	14100	99.98%
						0.02%

2. Re-appointment of Mr. Ashok Gupta (DIN: 00277434), Director who was to retire by rotation and being eligible offered for re-appointment

Resolution Required (Ordinary/Special)						
Whether Promoter/promoter group are interested in the agenda/resolution						
Category	Mode of Voting	No. Of shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. Of Votes- in favour (4)	No. Of Votes - against (5)
Promoter and Promoter Group	E-Voting	64,300,541	51,564,536*	80.19%	51,564,536	0
	Poll	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.				
	Total	64,300,541	51,564,536	80.19%	51,564,536	0
						100%
						0%
Public - Institutional holders	E-Voting	N.A.				
	Poll	N.A.				
	Postal Ballot (if applicable)	N.A.				
	Total	N.A.				
						100%
						0%
Public-Non Institutional	E-Voting	17,261,480	17,261,480	100%	17,261,480	0
	Poll	14,366	14,355	99.92%	255	1.78%
	Postal Ballot (if applicable)	N.A.				
	Total					98.22%



4. Consideration and approval of Scheme of amalgamation of MPS Telecom Private Limited (Transferor Company-1) and Oneworld Teleservices Private Limited (Transferor Company-2) with Optemus Infracom Limited (Transferee Company) and with their respective shareholders and creditors u/s 233 of the Companies Act, 2013.									
Resolution Required (Ordinary/Special)									
Whether Promoter/promoter group are interested in the agenda/resolution								Requisite value in terms of section 233(1)(b) of Companies Act, 2013	
								No	
Category	Mode of Voting	No. Of shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. Of Votes- in favour (4)	No. Of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)								
	Total	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
Public - Institutional holders	E-Voting				N.A.				
	Poll								
	Postal Ballot (if applicable)								
	Total				N.A.				
Public-Non Institutional	E-Voting	17,261,480	17,261,480	100%	17,261,480	0	100%	0%	
	Poll	14,366	14,355	99.92%	255	14,100	1.78%	98.22%	
	Postal Ballot (if applicable)								
	Total	17,275,846	17,275,835	99.99%	17,261,735	14,100	99.92%	0.08%	
Total		81,576,387	81,576,376	99.99%	81,562,276	14100	99.98%	0.02%	



5. Approval of waiver of recovery of remuneration of Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company.

Resolution Required (Ordinary/Special)									
Whether Promoter/promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. Of shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. Of Votes- in favour (4)	No. Of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Special Yes
Promoter and Promoter Group	E-Voting	64,300,541	51,564,536*	80.19%	51,564,536	0	100%	0%	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)				N.A.				
	Total	64,300,541	51,564,536	80.19%	51,564,536	0	100%	0%	
Public – Institutional holders	E-Voting				N.A.				
	Poll				N.A.				
	Postal Ballot (if applicable)				N.A.				
	Total				N.A.				
Public-Non Institutional	E-Voting	17,261,480	17,261,480	100%	17,261,480	0	100%	0%	
	Poll	14,366	14,355	99.92%	255	14,100	1.78%	98.22%	
	Postal Ballot (if applicable)				N.A.				
	Total	17,275,846	17,275,835	99.99%	17,261,735	14,100	99.92%	0.08%	
Total		81,576,387	68,840,371	84.38%	68,826,271	14100	99.98%	0.02%	

* Mr. Ashok Gupta (Executive Chairman of the Company) and Ms. Renu Gupta (wife of Mr. Ashok Gupta) are interested in said resolution, hence there e-voting was not counted in total votes polled.



6. Approval of waiver of recovery of remuneration of Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company.									
Resolution Required (Ordinary/Special)									
Whether Promoter/promoter group are interested in the agenda/resolution									
Category	Mode of Voting	No. Of shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. Of Votes- in favour (4)	No. Of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Special No
Promoter and Promoter Group	E-Voting	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)				N.A.				
	Total	64,300,541	64,300,541	100%	64,300,541	0	100%	0%	
Public – Institutional holders	E-Voting				N.A.				
	Poll				N.A.				
	Postal Ballot (if applicable)				N.A.				
	Total				N.A.				
Public-Non Institutional	E-Voting	17,261,480	17,261,480	100%	17,261,480	0	100%	0%	
	Poll	14,366	14,355	99.92%	255	14,100	1.78%	98.22%	
	Postal Ballot (if applicable)				N.A.				
	Total	17,275,846	17,275,835	99.99%	17,261,735	14,100	99.92%	0.08%	
Total		81,576,387	81,576,376	99.99%	81,562,276	14100	99.98%	0.02%	
7. Approval of waiver of recovery of remuneration of Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company.									
Resolution Required (Ordinary/Special)									
Whether Promoter/promoter group are interested in the agenda/resolution									
								Special No	



Category	Mode of Voting	No. Of shares held (1)	No. Of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. Of Votes- in favour (4)	No. Of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	64,300,541	64,300,541	100%	64,300,541	0	100%	0%
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)				N.A.			
Public – Institutional holders	Total	64,300,541	64,300,541	100%	64,300,541	0	100%	0%
	E-Voting				N.A.			
	Poll				N.A.			
Public-Non Institutional	Postal Ballot (if applicable)				N.A.			
	Total				N.A.			
	E-Voting	17,261,480	17,261,480	100%	17,261,480	0	100%	0%
Total	Poll	14,366	14,355	99.92%	255	14,100	1.78%	98.22%
	Postal Ballot (if applicable)				N.A.			
	Total	17,275,846	17,275,835	99.99%	17,261,735	14,100	99.92%	0.08%
		81,576,387	81,576,376	99.99%	81,562,276	14100	99.98%	0.02%

Kindly take the same on your records.

For Optemus Infracom Limited

Vikas Chandra
Company Secretary & Compliance Officer
M.No.: A22263





S.K.BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR OPTIEMUS INFRACOM LIMITED**

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

To

The Chairman

24th Annual General Meeting of

Optiemus Infracom Limited

K-20, 2nd Floor, Lajpat Nagar-II

New Delhi – 110 024

Sub: Passing of Resolution(s) through electronic voting and poll conducted at the 24th Annual General Meeting of Optiemus Infracom Limited (The Company) held on Friday, December 08th, 2017 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

I, Sumit Kumar Batra, Practicing Company Secretary (Holding Membership No. FCS 7714 and Certificate of Practice No. 8072) having office at 3393, 1st Floor, South Patel Nagar, New Delhi-110008, proprietor of S.K Batra & Associates, Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time by the Board of Directors of the Optiemus Infracom Limited at their meeting held on November 11, 2017 for the 24th Annual General Meeting of the Members of the Company held on December 08, 2017 at 11:00 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New delhi-110002. The Remote e-Voting was kept open from Monday, December 04, 2017 (09:00 A.M.) to Thursday, December 07, 2017 (5:00 P.M.)

At the 24th Annual General Meeting of the Company held on December 08th, 2017, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated December 08th, 2017.

After completion of Poll at the AGM at 12:30 P.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations/Proxies lodged with the Company.



A detailed register was maintained containing the particulars of the Shareholders who participated in Poll at Annual General Meeting.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Monday, December 04, 2017 (09:00 A.M.) to Thursday, December 07, 2017 (5:00 P.M.). The e-voting results were unblocked by me on December 08th, 2017 after the annual general meeting of the company in the presence of two witnesses Ms. Sujata and Ms. Priyanka who are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated December 08th, 2017 attached herewith.

The result of the E- voting together with that of the poll is as under:

Agenda Item No. of Notice	Particulars of Business	Total No. of Vote Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	81562021 14379	81562021 255	100 0	0 14100	0 0.02	0 24	0.00 0.00
	TOTAL	81576400	81562276	100	14100	0.02	24	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	81562021 14379	68826016 255	84.38 0.00	0 14100	0 0.02	12736005 24	15.62 0.00
	TOTAL	81576400	68826271	84.38	14100	0.02	12736029	15.62
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	81562021 14379	81562021 255	100 0	0 14100	0 0.02	0 24	0.00 0.00
	TOTAL	81576400	81562276	100	14100	0.02	24	0.00
Item No. 4 of the Notice (As Special Resolution)	E- Voting Poll	81562021 14379	81562021 255	100 0	0 14100	0 0.02	0 24	0.00 0.00
	TOTAL	81576400	81562276	100	14100	0.02	24	0.00
Item No. 5 of the Notice (As Special Resolution)	E- Voting Poll	81562021 14379	68826016 255	84.38 0.00	0 14100	0 0.02	12736005 24	15.62 0.00
	TOTAL	81576400	68826271	84.38	14100	0.02	12736029	15.62
Item No. 6 of the Notice (As Special Resolution)	E- Voting Poll	81562021 14379	81562021 255	100 0	0 14100	0 0.02	0 24	0.00 0.00
	TOTAL	81576400	81562276	100	14100	0.02	24	0.00
Item No. 7 of the	E- Voting	81562021	81562021	100	0	0	0	0.00

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the company who is authorized by the Board.

Thanking you

Yours Sincerely

For S.K. Batra & Associates


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. NO. 8072



Date : 08.12.2017
Place : New Delhi


Signed by Shri Hardip Singh
Chairman of the Meeting



SCRUTINIZER'S REPORT ON REMOTE E-VOTING

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

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

24th Annual General Meeting of the Members of Optiemus Infracom Limited held on Friday, the 08th December, 2017 at 11.00 A. M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the "Company") on 11th November, 2017, I, Sumit Kumar Batra, Practicing Company Secretary, holding Membership Number FCS 7714, have been appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 24th Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Friday, the 08th day of December, 2017 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
2. The Company engaged Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 24th Annual General Meeting (AGM) of the Company, which was held on Friday, the 08th day of December, 2017. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of



the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date for dispatch of Annual Report, there were 3430 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 1259 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to all 3430 shareholders in the physical form.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4) (iii) (A) to (C) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 01st December, 2017. The e-voting facility was kept open from Monday, 04th December, 2017 (9.00 A.M.) to Thursday, 07th September, 2017 (5.00 P.M).
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company also released an advertisement, in Business Standard, English (All Editions) and in Hindi (Delhi Edition) Newspaper both on 16.11.2017. The notice published in the newspaper carried the required information as specified in the Rule 20(4) (v) (a) to (h) of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
7. At the end of the voting period on December 07, 2017 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On December 08, 2017 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Sujata & Ms. Priyanka who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.



As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

AGENDA ITEM NO.: 1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONGWITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	28	81562021	100	95.04

AGENDA ITEM NO.: 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT MR. ASHOK GUPTA AS A DIRECTOR, WHO IS ELIGIBLE FOR RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	2*	12736005	15.62	14.84
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	26	68826016	84.38	80.20

- *Mr. Ashok Gupta (Director & Executive Chairman of the Company) and Ms. Renu Gupta (wife of Mr. Ashok Gupta) are interested in said resolution.*

AGENDA ITEM NO.: 3 – ORDINARY RESOLUTION FOR APPOINTMENT OF STATUTORY AUDITORS M/S. MUKESH RAJ & CO., CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	28	81562021	100	95.04

AGENDA ITEM NO. :4 – RESOLUTION BY REQUISITE MAJORITY AS PER SECTION 233(1)(B) OF COMPANIES ACT, 2013 FOR CONSIDERATION AND APPROVAL OF SCHEME OF ARRANGEMENT FOR AMALGAMATION OF MPS TELECOM PRIVATE LIMITED (TRANSFEROR COMPANY-1) AND ONEWORLD TELESERVICES PRIVATE LIMITED (TRANSFEROR COMPANY-2) WITH OPTIEMUS INFRACOM LIMITED (TRANSFeree COMPANY) AND WITH THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS U/S 233 OF THE COMPANIES ACT, 2013.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	28	81562021	100	95.04

AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR APPROVAL OF WAIVER OF RECOVERY OF REMUNERATION OF MR. ASHOK GUPTA (DIN: 00277434), EXECUTIVE CHAIRMAN OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	2*	12736005	15.62	14.84
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	26	68826016	84.38	80.20

- *Mr. Ashok Gupta (Director & Executive Chairman of the Company and Ms. Renu Gupta (wife of Mr. Ashok Gupta) are interested in said resolution.*

AGENDA ITEM NO.: 6 – SPECIAL RESOLUTION FOR APPROVAL OF WAIVER OF RECOVERY OF REMUNERATION OF MR. HARDIP SINGH (DIN: 01071395), WHOLE TIME DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	28	81562021	100	95.04



AGENDA ITEM NO.: 7 – SPECIAL RESOLUTION FOR APPROVAL OF WAIVER OF RECOVERY OF REMUNERATION OF MR. RAVINDER ZUTSHI (DIN: 00520290), ERSTWHILE MANAGING DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	28	81562021	100	95.04
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	28	81562021	100	95.04

All the resolutions contained in the notice dated 11th November, 2017 calling 24th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all the other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other relevant records to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

Yours Sincerely
For S.K. Batra & Associates


SUMIT KUMAR BATRA
SCRUTINIZER
C. P. No. 8072



Place : New Delhi
Date : 08.12.2017

Witness : 1.


Name **SUJATA**
Father's name - Mr Sant Ram
R/o - House No. - 80, Saket,
New Delhi

Witness : 2.


Name :- **Poojanka**
Father's Name :- **Late Shri Raj Kumar**
R/o → **Kavali Bagh, New Delhi - 110005**



S.K. BATRA & ASSOCIATES

Company Secretaries

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Optiemus Infracom Ltd.
K-20, 2nd Floor, Lajpat Nagar-II,
New Delhi-110024

24TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF OPTIEMUS INFRACOM LIMITED HELD ON 08TH DECEMBER, 2017 AT 11.00 A. M., AT GHALIB INSTITUTE, SEMINAR HALL, AIWAN-E-GHALIB MARG, MATA SUNDRI LANE, ITO, NEW DELHI-110002.

Dear Sir,

I, CS Sumit Kumar Batra, Practising Company Secretary, holding Membership Number FCS 7714 and Certificate of Practice Number 8072, Proprietor of S.K. Batra & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 24th Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on 08th December, 2017 at 11.00 A. M., at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 INCLUDING THE AUDITED BALANCE SHEET, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE ALONG WITH REPORT OF BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION



(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17

AGENDA ITEM NO.	2
SUBJECT	RE-APPOINTMENT MR. ASHOK GUPTA AS A DIRECTOR, WHO IS ELIGIBLE FOR RETIRES BY ROTATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17

AGENDA ITEM NO.	3
SUBJECT	APPOINTMENT OF M/S. MUKESH RAJ & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY AND FIXING THEIR REMUNERATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION



(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17

AGENDA ITEM NO.	4
SUBJECT	CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT FOR AMALGAMATION OF MPS TELECOM PRIVATE LIMITED (TRANSFEROR COMPANY-1) AND ONEWORLD TELESERVICES PRIVATE LIMITED (TRANSFEROR COMPANY-2) WITH OPTIEMUS INFRACOM LIMITED (TRANSFeree COMPANY) AND WITH THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTION 233 OF THE COMPANIES ACT, 2013
TYPE OF RESOLUTION	REQUISITE MAJORITY AS PER SECTION 233(1)(B) OF COMPANIES ACT, 2013

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17



AGENDA ITEM NO.	5
SUBJECT	APPROVAL OF WAIVER OF THE RECOVERY OF REMUNERATION OF MR. ASHOK GUPTA (DIN: 00277434), EXECUTIVE CHAIRMAN OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17

AGENDA ITEM NO.	6
SUBJECT	APPROVAL OF WAIVER OF THE RECOVERY OF REMUNERATION OF MR. HARDIP SINGH (DIN: 01071395), WHOLE TIME DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	255	1.77

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.06

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.17

AGENDA ITEM NO.	7
SUBJECT	APPROVAL OF WAIVER OF THE RECOVERY OF REMUNERATION OF MR. RAVINDER ZUTSHI (DIN: 00520290), ERSTWHILE MANAGING DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
76	260	1.81

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
2	14100	98.03

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
12	24	0.16

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

For S.K. Batra & Associates

(CS SUMIT KUMAR BATRA)

SCRUTINIZER

C P No. 8072



Place : NEW DELHI

Dated : 08th December, 2017

Witness -1

Sujata
: _____
Name - SUJATA
Father's name - Mr. Sant Ram
R/o - House No. 80, Saket,
New Delhi.

Witness - 2

Poojanka
: _____
Name: Poojanka
Father's name:- Late Shri Raj Kumar Bokolia
A/o :- Kewat Bagh, New Delhi - 110005

**Counter Signed by Chairman
of the Meeting**

[Signature]
: **Shri Hardip Singh**