OPTIEMUS

Ref. No. - OIL/CO/SE/2017-18/70

26th March, 2018

Manager
Bombay Stock Exchange Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 530135

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

Sub.: Outcome/Matters decided in the Board Meeting held today i.e. 26.03.2018

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and other applicable provisions, if any, this is to inform you that the meeting of the Board of Directors of the Company was held today i.e. Monday, 26th March, 2018, wherein, the Board, inter-alia, considered and approved purchase of 10,216,600 (One crore two lacs sixteen thousand and six hundred) Equity shares (34.41% of the total share capital) of M/s Teleecare Network India Private Limited by way of transfer from M/s G R A Enterprises Private Limited @ Rs. 22.85/- per share in an all cash deal involving total consideration of Rs. 233,449,310/- (Twenty three crore thirty four lacs forty nine thousand three hundred and ten only).

Also as Optiemus Infracom Limited already holds 19.26% of the share Capital of Teleecare Network India Private Limited, therefore this transaction would make Teleecare Network India Private Limited Subsidiary of Optiemus Infracom Limited in terms of section 2(87)(ii) of Companies Act, 2013, consequently, following four subsidiaries of Teleecare will become step down subsidiaries of Optiemus Infracom Limited namely, 1) International Value Retail Private Limited, running retail chains under the brand name **'Mobiliti World'**, which majorly operates in North & East India; 2) MPS Telecom Retail Private Limited flagship Company of renowned retail chain **'UniverCell'** which has its vast presence in South India ; 3) GDN Enterprises Private Limited which owns and operates Manufacturing plant in Noida and manufactures Mobile handsets for renowned brands like LG, HTC, Kult, Zen etc. and 4) Teleecare Network (BD) Private Limited, a Company engaged in the business of distribution of Zen Mobile handsets in Bangladesh.

This disclosure is provided in compliance with Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 1.2 of Para A 1 of Annexure I of Circular bearing number CIR/CFD/CMD/4/2015 dated 9th September, 2015 issued by Securities and Exchange Board of India. The necessary information as required to be disclosed in this regards in terms of SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed herewith as **Annexure A.**

The meeting commenced at 2.30 P.M. and concluded at 4:30 P.M.

Thanking you,
For **OPTIEMUS INFRACOM LIMITED**

OPTIEMUS INFRACOM LIMITED

Vikas Chandra
Company Secretary & Compliance Officer

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

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ANNEXURE A

a) **Name of the entity(ies) whose shares are being acquired, details in brief such as, size, turnover etc. :**

Name of the Company	Revenue as at 31st March, 2017 (Rs. in Lacs)	Net Worth as at 31st March, 2017 (Rs. in Lacs)
Teleecare Network India Private Limited	62,667.00	9242.00

b) **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" and whether the promoters have any interest in the entity being acquired?**
Yes, the transaction with G R A Enterprises Private Limited for purchase of equity shares of Teleecare Network India Private Limited would fall under the ambit of Related Party transaction by virtue of Mr. Ashok Gupta & Mrs. Renu Gupta being common Director/Promoter in G R A Enterprises Private Limited. However, the same is being carried out on Arms' Length, as the consideration of the transaction is computed by valuation report issued by Independent Valuer.

c) **Industry to which the Entity belongs**
Teleecare Network India Private Limited is a part of fastest growing Industry of Telecommunications. The Telecom Industry has grown over twenty times in just ten years, from under 37 million subscribers in the year 2001 to over 846 million subscribers in the year 2011. India has the world's second-largest mobile phone user base with over 1183.04 million users as of September 2017[1]

d) **Objects and effects of Acquisition of Shares**
- Simplification of the group structure
- Creation of new and strengthening existing business verticals in Optiemus for mitigation of business risk.
- Strengthened Balance Sheet and Greater financial flexibility and earnings, diversified risk ;
- Enhancement of Brand image and value creation for the stakeholders of Optiemus;

e) **Brief Details of any Govt/regulatory approval required for acquisition:**
None

f) **Indicative time period of completion of Acquisition**
The transaction will be completed within the statutory limits under Companies Act, 2013 or any other applicable law, once the terms of Acquisition are finalized by the parties to the transaction.

g) **Consideration/Cost of Acquisition of shares:**
10,216,600 (One crore two lacs sixteen thousand and six hundred) Equity shares of M/s Teleecare Network India Private Limited will be purchased @ Rs. 22.85/- per share by way of transfer from M/s G R A Enterprises Private

[1] Source : Wikipedia

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Limited involves all cash consideration of Rs. 233,449,310/- (Twenty three crore thirty four lacs forty nine thousand three hundred and ten only).

h) **Percentage/No. of shares of Teleecare Network India Private Limited acquired**

No. of shares already held	No. of agreed to acquire	Total No. of shares held after acquisition
5,717,600 (19.25%)	10,216,600 (34.41%)	15,934,200 (53.67%)

i) **Brief Background about the Entity whose shares being acquired**

Teleecare Network India Private Limited incorporated on 8th April, 2003 and has been managing and distributing renowned mobile brands in India for almost 2 decades. In November, 2009, Teleecare founded '**Zen Mobile**', pioneers for bringing affordable mobile handsets to the Indian shores equipped with the advanced technology. It's robust distribution network effectively covers the complete geography of the India. With approx. 27 sales offices spread across the states, every region has developed unique markets with diverse socio-economic landscape. It also has one of the largest network of **Zen Care** service centers with over **850+ service centers** spanning across the country.

Teleecare, through its subsidiaries, owns two retail chains under the brand names **'Mobiliti World'**, which majorly operates in North & East India and '**UniverCell**' which has its vast presence in South India. Another wholly owned subsidiary owned by Teleecare is M/s GDN Enterprises Private Limited which owns and operates Manufacturing plant in Noida and manufactures Mobile handsets for renowned brands like LG, HTC, Kult, Zen etc.

Turnover of Teleecare Network India Private Limited for last three years:

Financial Year	TURNOVER (Rs. in Lacs)
2016-17	62,667
2015-16	62,418
2014-15	53,406

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