

Ref. No. - OIL/CO/SE/2025-26/62

November 18, 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: Submission of Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Ma'am,

In furtherance to our earlier intimation dated 14<sup>th</sup> November, 2025 bearing Reference No.: OIL/CO/SE/2025-26/58 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Postal Ballot along with explanatory statement, being sent to the members of the Company for seeking their approval by way of Special Resolution through postal ballot, for alteration in object clause of the Memorandum of Association of the Company.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA as on Cut-off date i.e. Friday, 14<sup>th</sup> November, 2025. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to the members. The procedure / instructions for e-voting is / are given in the Postal Ballot Notice. The remote e-voting period will commence from Wednesday, 19<sup>th</sup> November, 2025 at 9:00 A.M. (IST) and end on Thursday, 18<sup>th</sup> December, 2025 at 05:00 P.M. (IST).

The Board of Directors has appointed M/s. S.K. Batra & Associates, Practicing Companies Secretaries, as Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner. The results of Postal Ballot will be announced within 2 working days of conclusion of remote e-voting i.e. on or before Monday, 22<sup>nd</sup> September, 2025.

The Postal Ballot Notice is also available on the website of the Company at [www.optiemus.com](http://www.optiemus.com) and is also being made available on the website of CDSL at <https://www.evotingindia.com/>.

**OPTIEMUS INFRACOM LIMITED**

CIN : L64200DL1993PLC054086

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

P.: 011-29840906-907 | Fax: 011-29840908 | [www.optiemus.com](http://www.optiemus.com)

Kindly take the same on your records.

Thanking You,

Yours faithfully,

**For Optiemus Infracom Limited**

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**Vikas Chandra**

**Company Secretary & Compliance Officer**

**Encl.: As Above**



## OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086

**Registered Office:** K-20, Second Floor, Lajpat Nagar Part - II, New Delhi -110024

**Corporate Office:** D-348, Sector-63, Noida, U.P. - 201307

**Website:** [www.optiemus.com](http://www.optiemus.com); **E-mail:** [info@optiemus.com](mailto:info@optiemus.com); **Tel.:** 011-29840906/07

### **POSTAL BALLOT NOTICE**

*[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

**Dear Members,**

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other subsequent circulars issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) in this regard, including latest General Circular No. 03/2025 dated September 22, 2025 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the resolution appended below is proposed to be passed by the members of Optiemus Infracom Limited (**"the Company"**) as Special Resolution through Postal Ballot by voting through electronic means (**"Remote E-Voting"**).

In compliance with the aforesaid MCA Circulars and SEBI Regulations, this Postal Ballot Notice 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. November 14, 2025. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not send to the members for the proposed resolution. Therefore, the members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice of Postal Ballot will also be available on the Company's website at [www.optiemus.com](http://www.optiemus.com) under Investor Relations' Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The proposed resolution along with Explanatory Statement pursuant to Sections 102(1), 110 of the Act, setting out all the material facts in respect of proposed resolution is annexed herewith.

Mr. Sumit Kumar, Practicing Company Secretary & Proprietor of M/s S.K. Batra & Associates (M. No.: 7714, COP No.: 8072), has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies

(Management and Administration) Rules, 2014 for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.

**The remote e-voting period will commence from Wednesday, November 19, 2025 at 9:00 A.M. (IST) and ends on Thursday, December 18, 2025 at 5:00 P.M. (IST).** The e-voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to all the members of the Company. The Members (whether holding shares in demat form or in physical form) are requested to read this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 (Two) working days of conclusion of remote e-voting i.e. on or before December 22, 2025.

The said results along with the Scrutinizer's Report shall be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the scrutinizer's report shall also be placed on the website of the Company at [www.optiemus.com](http://www.optiemus.com), websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to review the Proposed Resolution along with its Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 4 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and subject to the necessary approval(s), consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association ("**MOA**") of the Company by way of inserting the following new sub-clause numbered as sub-clause 10 under Clause III (A) of the Memorandum of Association dealing with the main objects of the Company:

*"10. To carry on the business of manufacturing, assembling, processing, designing, developing, trading, importing, exporting, buying, selling, marketing, distribution, and otherwise dealing in all kinds of electronic products, telecommunication products, appliances and their components and accessories including but not limited to tempered glass, covered glass, screen protector and related spare parts and materials; and to provide services including consultancy or otherwise in connection with the aforesaid products and activities."*

**RESOLVED FURTHER THAT** the Board of Director(s) 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, as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in this regard without being required to seek any further consent or approval of the shareholders.”

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

**Sd/-**

**Vikas Chandra**

**Company Secretary & Compliance Officer**

**Date: November 14, 2025**

**Place: Noida**

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) stating all material facts and the reasons in respect of the abovementioned resolution is annexed hereto and forms part of this notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with 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. November 14, 2025. Members may note that the Notice will also be available on the Company’s website at [www.optiemus.com](http://www.optiemus.com) under Investor Relations Section, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on cut-off date. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
4. Body Corporate/Institutional Members/Corporate Members (other than individuals, HUFs, NRI etc.) intending to authorize their representatives to vote on the abovementioned resolution 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 vote. The said resolution to be sent to the Scrutinizer by way of e-mail at [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) and [info@optiemus.com](mailto:info@optiemus.com) with a copy marked to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or directly upload the same on e-voting portal while e-voting.
5. **The remote e-voting period will commence from Wednesday, November 19, 2025 at 9:00 A.M. (IST) and ends on Thursday, December 18, 2025 at 5:00 P.M. (IST).** The e-voting facility will be blocked forthwith.
6. All the material documents referred to in the Explanatory Statement shall be made available for inspection electronically by the members from November 18, 2025 till December 18, 2025. Members desirous of inspecting the documents may send their requests at [info@optiemus.com](mailto:info@optiemus.com) from their registered e-mail addresses mentioning their name, DP ID & Client ID/Physical Folio Number with a self-attested copy of their PAN card attached to the e-mail,
7. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. The vote in this Postal Ballot cannot be exercised through Proxy.
9. The Scrutinizer, consequent to the completion of the voting period, scrutinize the votes cast and will submit his report to the Chairman of the Company or any person authorized by him in writing, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on December 18, 2025, being the last date specified by the Company for e-voting.
10. The voting results along with scrutinizers report shall be placed on the website of the Company at [www.optiemus.com](http://www.optiemus.com) and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be submitted to the Stock Exchanges (NSE and BSE) where the shares of Company are listed and the same shall be available on their respective websites. The results shall also be displayed on the notice board at the Registered Office and the Corporate Office of the Company.
11. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at [info@optiemus.com](mailto:info@optiemus.com) / [cs.vikas@optiemus.com](mailto:cs.vikas@optiemus.com).
12. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

In terms of the MCA Circulars, the Postal Ballot Notice is being sent by the Company in electronic form only and physical copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below, to support 'Green Initiative':

- a. For Physical shareholders- SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC, E-mail ID, nomination details or any change/ updation thereof. Relevant details and forms prescribed by SEBI, in this regard are available on the website of the Company at [www.optimus.com](http://www.optimus.com) under Share Registration Section under Investor Relations at <https://www.optimus.com/shareregistration.html>. Members are requested to kindly take note of the same and update their particulars timely by sending documents to the Company's RTA at their e-mail Id [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com).
- b. For Demat shareholders – Please contact your Depository Participant (DP) and register your E-mail ID details in your demat account, as per the process advised by your DP.

**13. Instructions for voting through electronic means are as under:**

- (i) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Company has provided the facility of remote e-voting to all shareholders, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its shareholders.
- (ii) The voting period will **commence from Wednesday, November 19, 2025 at 9:00 A.M. (IST) and ends on Thursday, December 18, 2025 at 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. November 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (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' resolution. 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 **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 <b>CDSL</b>	<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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>



Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 e-mail 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

(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 resolution 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 resolution 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](http://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](mailto: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](mailto:skbatrapcs@gmail.com) and to the Company at: [info@optiemus.com](mailto:info@optiemus.com) with a copy marked to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

(xix) 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, 25<sup>th</sup> 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

*(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard-2 on General Meeting)*

### **ITEM NO. 1**

Optiemus Infracom Limited ("**the Company**") is presently engaged into the business of wholesale trading of telecommunication and its allied products across all over India. Over the time, the Company has established strong relationships with suppliers and customers in the telecommunications industry and developed significant market insight.

In order to enhance value creation, improve profit margins, and strengthen quality control, it is proposed to expand the scope of operations to include manufacturing, assembling, processing, and fabrication of telecommunication and electronic products, components, and related infrastructure.

The proposed expansion will enable the Company to:

- achieve vertical integration through addition of manufacturing capabilities;
- enhance competitiveness and self-reliance in supply chain;
- leverage existing distribution and trading networks;
- promote innovation and product differentiation; and
- contribute to the "Make in India" initiative and development of local industry.

The Memorandum of Association ("**MOA**") of a Company must state the objects for which it has been incorporated. Therefore, to give effect to the proposed business expansion, it is required to alter the main object of the MOA of the Company by inserting the new sub-clause 10 to existing Clause III (A) as specified in the proposed resolution set out under Item No. 1 of the accompanying Notice.

A copy of altered MOA of the Company will be available for inspection by the Members through electronic mode. Members seeking to inspect such documents can send an E-mail to the Company Secretary at [info@optiemus.com](mailto:info@optiemus.com).

Further, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with rules made thereunder, the approval of the members of the company is required, by way of special resolution, for amendment in MOA.

Therefore, the Board of Directors at its meeting held on 14<sup>th</sup> November, 2025 has considered and approved this matter and proposed the same for the approval of shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

**By order of the Board  
For Optiemus Infracom Limited  
Sd/-**

**Date: November 14, 2025  
Place: Noida**

**Vikas Chandra  
Company Secretary & Compliance Officer**