

Ref. No. - OIL/CO/SE/2019-20/52

September 28, 2019

Listing Department,  
**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 Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

In furtherance to our letter dated 28<sup>th</sup> September, 2019 bearing Reference No. OIL/CO/SE/2019-20/51 in respect of proceedings of Annual General Meeting held today i.e. on Saturday, September 28, 2019 at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002, please find enclosed herewith the following:

1. Voting Results pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report for E-voting & Poll pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Kindly note that all the resolutions as per the Notice of 26<sup>th</sup> Annual General Meeting stand passed with requisite majority

You are requested to take note of the same on your records.

Thanking You,

Yours Faithfully,  
For Optiemus Infracom Limited



**Vikas Chandra**  
**Company Secretary & Compliance Officer**  
**Membership No.: A22263**

**Enclosure: As above**

**OPTIEMUS INFRACOM LIMITED**

CIN : L64200DL1993PLC054086

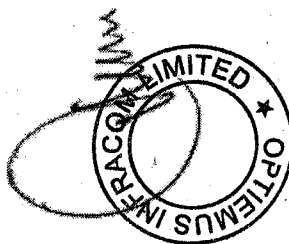
Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906 | Fax: 011-29840908

Corp. Office: Plot No.-2A, 1st Floor, Wing-A, Sector-126, Noida-201 301 (U.P.)

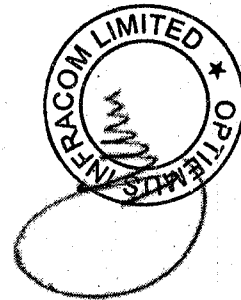
# VOTING RESULTS OF 26<sup>th</sup> ANNUAL GENERAL MEETING

|    |                                                                                                                             |            |
|----|-----------------------------------------------------------------------------------------------------------------------------|------------|
| A. | Date of AGM                                                                                                                 | 28.09.2019 |
| B. | Total Number of Shareholders as on Record Date                                                                              | 3787       |
| C. | Number of Shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoters Group<br>Public | 1<br>23    |
| D. | Number of shareholders attended the meeting through Video Conferencing:<br>Promoters and Promoters Group<br>Public:         | N.A.       |



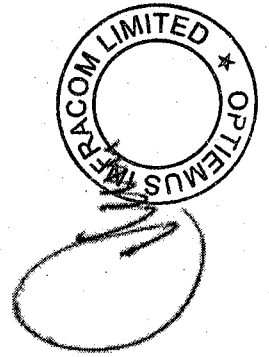
# Agenda-wise disclosure

| 1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of Board of Directors and Auditors 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<br>No |
| Promoter and Promoter Group                                                                                                                                                                                 | E-Voting                      | 64300541               | 64300541                | 100.00                                                    | 64300541                   | 0                          | 100.00                                                 | 0                                                    |                |
|                                                                                                                                                                                                             | Poll                          |                        | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Total                         | 64300541               | 64300541                | 100.00                                                    | 64300541                   | 0                          | 100.00                                                 | 0                                                    |                |
| Public – Institutions                                                                                                                                                                                       | E-Voting                      | 0                      | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Poll                          |                        | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Total                         | 0                      | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
| Public-Non Institutions                                                                                                                                                                                     | E-Voting                      | 21513650               | 4003528                 | 18.61                                                     | 4003528                    | 0                          | 100.00                                                 | 0                                                    |                |
|                                                                                                                                                                                                             | Poll                          |                        | 24                      | 0.00                                                      | 24                         | 0                          | 100.00                                                 | 0                                                    |                |
|                                                                                                                                                                                                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                      | 0                          | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                                                                                                                                                             | Total                         | 21513650               | 4003552                 | 18.61                                                     | 4003552                    | 0                          | 100.00                                                 | 0                                                    |                |
| Total                                                                                                                                                                                                       |                               | 85814191               | 68304093                | 79.60                                                     | 68304093                   | 0                          | 100.00                                                 | 0                                                    |                |



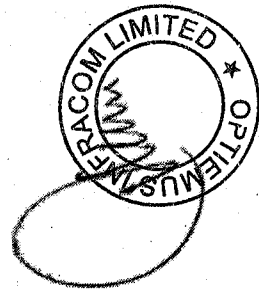
2. Re-appointment of Mrs. Renu Gupta (DIN: 00030849) as a director, who retires by rotation and being eligible, offered herself for re-appointment

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |  | Ordinary |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|--|----------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |  | Yes      |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 |  |          |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |  |          |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |  |          |
| Public -<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |          |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |  |          |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 24                                | 0                             | 100.00                                                              | 0                                                              |  |          |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |  |          |
|                                                                         | Total                            | 21513650                  | 4003552                       | 18.61                                                               | 4003552                           | 0                             | 100.00                                                              | 0                                                              |  |          |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304093                          | 0                             | 100.00                                                              | 0                                                              |  |          |



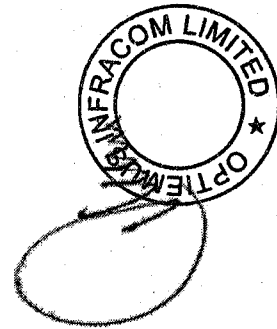
3. Appointment of Mr. Neetesh Gupta (DIN: 00030782) as a Director of the Company

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |                     |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|---------------------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |                     |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 | Ordinary<br><br>Yes |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |                     |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |                     |
| Public –<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |                     |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |                     |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 24                                | 0                             | 100.00                                                              | 0                                                              |                     |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |                     |
|                                                                         | Total                            | 21513650                  | 4003552                       | 18.61                                                               | 4003552                           | 0                             | 100.00                                                              | 0                                                              |                     |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304093                          | 0                             | 100.00                                                              | 0                                                              |                     |



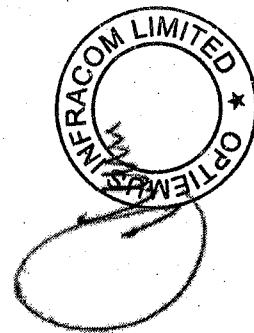
4. Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Whole Time Director (designated as Executive Chairman) of the Company during the FY 2018-19

| 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<br>Yes |
| Promoter and Promoter Group                                             | E-Voting                      | 64300541               | 64300541                | 100.00                                                    | 64300541                    | 0                          | 100.00                                                 | 0                                                    |                |
|                                                                         | Poll                          |                        | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                         | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                         | Total                         | 64300541               | 64300541                | 100.00                                                    | 64300541                    | 0                          | 100.00                                                 | 0                                                    |                |
| Public - Institutions                                                   | E-Voting                      | 0                      | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                         | Poll                          |                        | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                         | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
|                                                                         | Total                         | 0                      | 0                       | 0.00                                                      | 0                           | 0                          | 0.00                                                   | 0                                                    |                |
| Public-Non Institutions                                                 | E-Voting                      | 21513650               | 4003528                 | 18.61                                                     | 4003528                     | 0                          | 100.00                                                 | 0                                                    |                |
|                                                                         | Poll                          |                        | 24                      | 0.00                                                      | 22                          | 2                          | 91.67                                                  | 8.33                                                 |                |
|                                                                         | Postal Ballot (if applicable) |                        | 0                       | 0                                                         | 0                           | 0                          | 0                                                      | 0                                                    |                |
|                                                                         | Total                         | 21513650               | 4003552                 | 18.61                                                     | 4003550                     | 2                          | 100.00                                                 | 0                                                    |                |
| Total                                                                   |                               | 85814191               | 68304093                | 79.60                                                     | 68304091                    | 2                          | 100.00                                                 | 0                                                    |                |



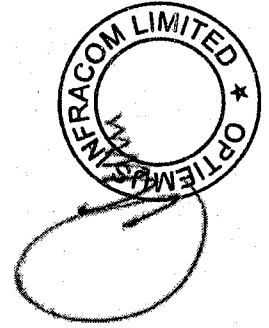
5. Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company during the FY 2018-19

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|---------------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 | Special<br>No |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |               |
| Public -<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |               |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 22                                | 2                             | 91.67                                                               | 8.33                                                           |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |               |
|                                                                         | Total                            | 21513650                  | 4003552                       | 18.61                                                               | 4003550                           | 2                             | 100.00                                                              | 0.00                                                           |               |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304091                          | 2                             | 100.00                                                              | 0.00                                                           |               |



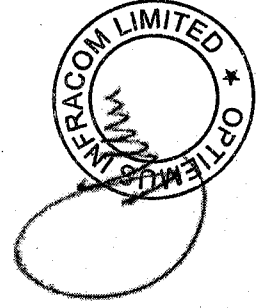
6. Re-appointment of Mr. Ashok Gupta (DIN: 00277434) as a Whole-time Director, designated as Executive Chairman

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |  | Special |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|--|---------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |  | Yes     |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 |  |         |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |  |         |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |  |         |
| Public -<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |  |         |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |  |         |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 22                                | 2                             | 91.67                                                               | 8.33                                                           |  |         |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |  |         |
|                                                                         | Total                            | 21513650                  | 4003552                       | 18.61                                                               | 4003550                           | 2                             | 100.00                                                              | 0.00                                                           |  |         |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304091                          | 2                             | 100.00                                                              | 0.00                                                           |  |         |



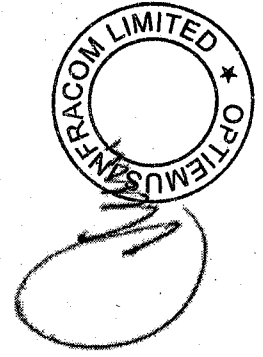
7. Approval for increase in limit of Inter-corporate loans, Investments, Guarantee or Security and Acquisition

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|---------------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 | Special<br>No |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |               |
| Public -<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |               |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 23                                | 1                             | 95.83                                                               | 4.17                                                           |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |               |
|                                                                         | Total                            | 21513650                  | 4003552                       | 18.61                                                               | 4003551                           | 1                             | 100.00                                                              | 0.00                                                           |               |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304092                          | 1                             | 100.00                                                              | 0.00                                                           |               |



8. Approval to give loans, make investments, provide guarantees or securities under Section 185 of the Companies Act, 2013

| Resolution Required (Ordinary/Special)                                  |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|-------------------------------|---------------------------------------------------------------------|-----------------------------------|-------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------|---------------|
| Whether Promoter/promoter group are interested in the agenda/resolution |                                  |                           |                               |                                                                     |                                   |                               |                                                                     |                                                                |               |
| Category                                                                | Mode of Voting                   | No. of shares held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes- in<br>favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]<br>*100 | Special<br>No |
| Promoter and<br>Promoter Group                                          | E-Voting                         | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 64300541                  | 64300541                      | 100.00                                                              | 64300541                          | 0                             | 100.00                                                              | 0                                                              |               |
| Public -<br>Institutions                                                | E-Voting                         | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Poll                             |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
|                                                                         | Total                            | 0                         | 0                             | 0.00                                                                | 0                                 | 0                             | 0.00                                                                | 0                                                              |               |
| Public-Non<br>Institutions                                              | E-Voting                         | 21513650                  | 4003528                       | 18.61                                                               | 4003528                           | 0                             | 100.00                                                              | 0                                                              |               |
|                                                                         | Poll                             |                           | 24                            | 0.00                                                                | 23                                | 1                             | 95.83                                                               | 4.17                                                           |               |
|                                                                         | Postal Ballot (if<br>applicable) |                           | 0                             | 0                                                                   | 0                                 | 0                             | 0                                                                   | 0                                                              |               |
|                                                                         | Total                            |                           | 4003552                       | 18.61                                                               | 4003551                           | 1                             | 100.00                                                              | 0.00                                                           |               |
| Total                                                                   |                                  | 85814191                  | 68304093                      | 79.60                                                               | 68304092                          | 1                             | 100.00                                                              | 0.00                                                           |               |

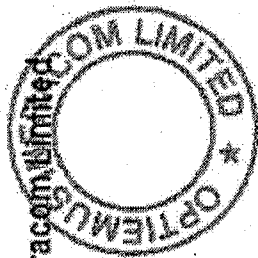


Accordingly, it is declared that all the 8 (Eight) resolutions, as set out in the Notice of 26<sup>th</sup> Annual General Meeting have been passed with requisite majority by the Members of the Company.

Kindly take the same on your records.

Yours faithfully,

For Optiemus Infracore Limited,



A handwritten signature in black ink, appearing to read "Vikas Chandra".

Vikas Chandra

Company Secretary & Compliance Officer  
Membership No.: A22263



**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  
**Optiemus Infracom Limited**  
**K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-2,**  
**New Delhi-110024**

**Sub: Passing of Resolution(s) through electronic voting and poll conducted at  
the 26<sup>th</sup> Annual General Meeting of Optiemus Infracom Limited (The  
Company) held on Saturday, September 28<sup>th</sup>, 2019 at 10:30 A.M. at  
Ghalib Institute, Seminar Hall, Aiwan-E-Ghalib Marg, Mata Sundri Lane,  
ITO, New Delhi-110002**

I, CS Sumit Kumar, Practicing Company Secretary (Holding Membership No.: FCS 7714 and Certificate of Practice No.: 8072) having office at 3393, 1<sup>st</sup> 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 August 30, 2019 for the 26<sup>th</sup> Annual General Meeting of the Members of the Company held on September 28, 2019 at 10:30 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 Wednesday, September 25, 2019 (09:00 A.M.) to Friday, September 27, 2019 (5:00 P.M.).

At the 26<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, 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 September 28, 2019.



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 Wednesday, September 25, 2019 (09:00 A.M.) to Friday, September 27, 2019 (5:00 P.M.). The e-voting results were unblocked by me on September 28, 2019 after the annual general meeting of the company in the presence of two witnesses Ms. Richa Sethi and Mrs. Sakshi Batra who are not in the employment of the Company. For further details, kindly refer my Scrutinizer's report dated September 28, 2019 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 |        |
|------------------------------------------------------|-------------------------|------------------------|-----------------------------------|----------|------------------------------|--------|
|                                                      |                         | Nos.                   | Nos.                              | % age    | Nos.                         | % age  |
| Item No. 1 of the Notice (As an Ordinary Resolution) | E- Voting Poll          | 68304069<br>24         | 68304069<br>24                    | 100<br>0 | 0<br>0                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304093                          | 100      | 0                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 2 of the Notice (As an Ordinary Resolution) | E- Voting Poll          | 68304069<br>24         | 68304069<br>24                    | 100<br>0 | 0<br>0                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304093                          | 100      | 0                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 3 of the Notice (As an Ordinary Resolution) | E- Voting Poll          | 68304069<br>24         | 68304069<br>24                    | 100<br>0 | 0<br>0                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304093                          | 100      | 0                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 4 of the Notice (As Special Resolution)     | E- Voting Poll          | 68304069<br>24         | 68304069<br>22                    | 100<br>0 | 0<br>2                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304091                          | 100      | 2                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 5 of the Notice (As Special Resolution)     | E- Voting Poll          | 68304069<br>24         | 68304069<br>22                    | 100<br>0 | 0<br>2                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304091                          | 100      | 2                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 6 of the Notice (As Special Resolution)     | E- Voting Poll          | 68304069<br>24         | 68304069<br>22                    | 100<br>0 | 0<br>2                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304091                          | 100      | 2                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |
| Item No. 7 of the Notice (As Special Resolution)     | E- Voting Poll          | 68304069<br>24         | 68304069<br>23                    | 100<br>0 | 0<br>1                       | 0<br>0 |
|                                                      | TOTAL                   | 68304093               | 68304092                          | 100      | 1                            | 0      |
|                                                      |                         |                        |                                   |          |                              |        |



|                                                           |                   |                |                |          |        |        |
|-----------------------------------------------------------|-------------------|----------------|----------------|----------|--------|--------|
| Item No. 8 of<br>the Notice (As<br>Special<br>Resolution) | E- Voting<br>Poll | 68304069<br>24 | 68304069<br>23 | 100<br>0 | 0<br>1 | 0<br>0 |
|                                                           | TOTAL             | 68304093       | 68304092       | 100      | 1      | 0      |

**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.

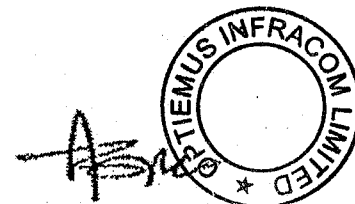
Yours Sincerely

For S.K. Batra & Associates

CS SUMIT KUMAR  
SCRUTINIZER  
C P No. 8072



Place : NEW DELHI  
Dated : 28<sup>th</sup> September, 2019



Signed by Shri Ashok Gupta  
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, 2<sup>nd</sup> Floor, Lajpat Nagar Part-2,**  
**New Delhi-110024**

**26<sup>th</sup> Annual General Meeting of the Members of Optiemus Infracom Limited held on Saturday, the 28<sup>th</sup> September, 2019 at 10:30 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") in its meeting dated 30<sup>th</sup> August, 2019, I, Sumit Kumar, 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 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Saturday, the 28<sup>th</sup> day of September, 2019 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 26<sup>th</sup> Annual General Meeting ("**AGM**") of the Company, which was held on Saturday, the 28<sup>th</sup> day of September, 2019. 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 its Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on cut-off date (30.08.2019) for dispatch of notice of Annual General Meeting, there were 3787 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 1895 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 1892 shareholders in the physical form. There was decrease in number of shareholders upto 3759 as on 21.09.2019 (Cutoff Date) those were entitled to vote at AGM.
4. The Notice sent both through e-mail 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 cut-off 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 21<sup>st</sup> September, 2019. The e-voting facility was kept open from Wednesday, 25<sup>th</sup> September, 2019 (9.00 A.M.) to Friday, 27<sup>th</sup> September, 2019 (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 Hindi (Delhi Edition) Newspaper dated 5<sup>th</sup> September, 2019. The notice published in the newspapers 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 September 27, 2019 at 5.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 28, 2019 the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Richa Sethi and Mrs. Sakshi Batra 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 STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |

**AGENDA ITEM NO.: 2 - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. RENU GUPTA (DIN: 00030849) AS DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERED HERSELF FOR RE-APPOINTMENT**

| 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |



**AGENDA ITEM NO.: 3 - ORDINARY RESOLUTION FOR APPOINTMENT OF MR. NEETESH GUPTA (DIN: 00030782) AS 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |

**AGENDA ITEM NO.: 4 - SPECIAL RESOLUTION FOR APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. ASHOK GUPTA (DIN: 00277434), WHOLE TIME DIRECTOR (DESIGNATED AS EXECUTIVE CHAIRMAN) OF THE COMPANY DURING THE FINANCIAL YEAR 2018-19**

| 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |



**AGENDA ITEM NO.: 5 – SPECIAL RESOLUTION FOR APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. HARDIP SINGH (DIN: 01071395), WHOLE TIME DIRECTOR OF THE COMPANY DURING THE FINANCIAL YEAR 2018-19**

| 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |

**AGENDA ITEM NO.: 6 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. ASHOK GUPTA (DIN: 00277434) AS A WHOLE TIME DIRECTOR, DESIGNATED AS 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |



**AGENDA ITEM NO.: 7 - SPECIAL RESOLUTION FOR APPROVAL FOR INCREASE IN LIMIT OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION**

| 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |

**AGENDA ITEM NO.: 8 - SPECIAL RESOLUTION FOR APPROVAL TO GIVE LOANS, MAKE INVESTMENTS, PROVIDE GUARANTEES OR SECURITIES UNDER SECTION 185 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       | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |
| 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 | 27                                                 | 68304069                                                           | 100                               | 79.60                                           |

All the resolutions contained in the notice dated 30<sup>th</sup> August, 2019 calling 26<sup>th</sup> 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



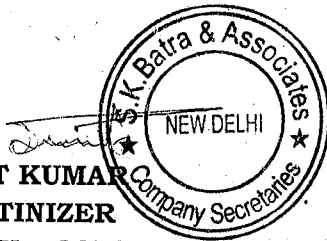
Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

**Yours Sincerely**  
**For S.K. Batra & Associates**

**SUMIT KUMAR**  
**SCRUTINIZER**  
**C. P. No. 8072**

**Place : New Delhi**  
**Date : 28.09.2019**



**Witness: 1.**

*Sakshi Batra*  
F-17, Bali Nagar  
Delhi - 15

**Witness: 2.**

*Richa Sethi*  
3393, 1st Floor, South Patel  
Nagar Delhi - 08



**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 Limited**  
**K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-2,**  
**New Delhi-110024**

**26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF OPTIEMUS INFRACOM LIMITED HELD ON SATURDAY, 28<sup>TH</sup> SEPTEMBER, 2019 AT 10:30 A. M. AT GHALIB INSTITUTE, SEMINAR HALL, AIWAN-E-GHALIB MARG, MATA SUNDRI LANE, ITO, NEW DELHI-110002.**

Dear Sir,

I, CS Sumit Kumar, 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 poll taken on the below mentioned resolutions at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on 28<sup>th</sup> September, 2019 at 10:30 A.M. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110002. In respect of voting through poll, I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One 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:



|                           |                                                                                                                                                                                                                 |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>1</b>                                                                                                                                                                                                        |
| <b>SUBJECT</b>            | <b>ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                                                                                                                                                      |

(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 |
| 10                                                        | 24                           | 100                                   |

(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 |
| 0                                                          | 0                            | 0                                     |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |

|                           |                                                                                                                                                       |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>2</b>                                                                                                                                              |
| <b>SUBJECT</b>            | <b>RE-APPOINTMENT OF MRS. RENU GUPTA (DIN: 00030849) AS DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERED HERSELF FOR RE-APPOINTMENT.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                                                                                            |

(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 |
| 10                                                        | 24                           | 100                                   |

(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 |
| 0                                                          | 0                            | 0                                     |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |



|                           |                                                                                      |
|---------------------------|--------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>3</b>                                                                             |
| <b>SUBJECT</b>            | <b>APPOINTMENT OF MR. NEETESH GUPTA (DIN: 00030782) AS A DIRECTOR OF THE COMPANY</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                           |

(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 |
| 10                                                        | 24                           | 100                                   |

(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 |
| 0                                                         | 0                            | 0                                     |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |

|                           |                                                                                                                                                                                                                 |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>4</b>                                                                                                                                                                                                        |
| <b>SUBJECT</b>            | <b>APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. ASHOK GUPTA (DIN: 00277434), WHOLE TIME DIRECTOR (DESIGNATED AS EXECUTIVE CHAIRMAN) OF THE COMPANY DURING THE FINANCIAL YEAR 2018-19.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>SPECIAL RESOLUTION</b>                                                                                                                                                                                       |

(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 |
| 8                                                         | 22                           | 91.67                                 |

(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                                                         | 2                            | 8.33                                  |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |



|                           |                                                                                                                                                                               |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>5</b>                                                                                                                                                                      |
| <b>SUBJECT</b>            | <b>APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. HARDIP SINGH (DIN: 01071395), WHOLE TIME DIRECTOR OF THE COMPANY DURING THE FINANCIAL YEAR 2018-19.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>SPECIAL RESOLUTION</b>                                                                                                                                                     |

(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 |
| 8                                                         | 22                           | 91.67                                 |

(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                                                          | 2                            | 8.33                                  |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |

|                           |                                                                                                                                     |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>6</b>                                                                                                                            |
| <b>SUBJECT</b>            | <b>RE-APPOINTMENT OF MR. ASHOK GUPTA (DIN: 00277434) AS A WHOLE TIME DIRECTOR, DESIGNATED AS EXECUTIVE CHAIRMAN OF THE COMPANY.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>SPECIAL RESOLUTION</b>                                                                                                           |

(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 |
| 8                                                         | 22                           | 91.67                                 |

(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                                                          | 2                            | 8.33                                  |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |



|                           |                                                                                                                     |
|---------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>7</b>                                                                                                            |
| <b>SUBJECT</b>            | <b>APPROVAL FOR INCREASE IN LIMIT OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>SPECIAL RESOLUTION</b>                                                                                           |

(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 |
| 9                                                         | 23                           | 95.83                                 |

(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 |
| 1                                                          | 1                            | 4.17                                  |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |

|                           |                                                                                                                                 |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>8</b>                                                                                                                        |
| <b>SUBJECT</b>            | <b>APPROVAL TO GIVE LOANS, MAKE INVESTMENTS, PROVIDE GUARANTEES OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>SPECIAL RESOLUTION</b>                                                                                                       |

(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 |
| 9                                                         | 23                           | 95.83                                 |

(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 |
| 1                                                          | 1                            | 4.17                                  |

(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 |
| 3                                                                                                 | 14                                 | 0                                     |

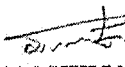


5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

For S.K. Batra & Associates

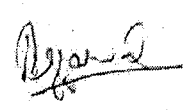
  
CS SUMIT KUMAR  
SCRUTINIZER  
C P No. 8072



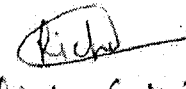
Place : NEW DELHI

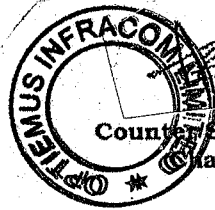
Dated : 28<sup>th</sup> September, 2019

Witness -1

  
Sakshi Batra  
F-17, Boli Nagar Delhi-11

Witness -2

  
Richa Sethi  
2393, 1st Floor, South Pwd  
Nagar Delhi-08



  
Counter Signed by Shri Ashok Gupta  
Chairman of the meeting