

Ref. No. - OIL/CO/SE/2019-20/39

August 08, 2019

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

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

Scrip Code:530135

Symbol: OPTIEMUS

Subject: Submission of Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In furtherance to the outcome of Board Meeting dated 5th August, 2019 and pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith printed copy of Postal Ballot Notice and Postal Ballot Form, being sent to the members of the Company seeking their approval in respect of following matters:

Resolution No. 1	Special Resolution	Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company during the financial year 2016-17.
Resolution No. 2	Special Resolution	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 2016-17.
Resolution No. 3	Special Resolution	Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company from 1 st April, 2016 to 30 th September, 2016.

The Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing e-voting facility to the members. The voting through Postal Ballot and through e-voting shall commence on Saturday, 10th August, 2019 at 9:00 A.M. and will end on Sunday, 08th September, 2019 at 5:00 P.M.

The Board of Directors has appointed M/s. S.K. Batra & Associates, Practicing Companies Secretaries, as Scrutinizer to conduct the Postal Ballot in a fair and transparent manner. The results of Postal Ballot will be announced on Monday, 09th September, 2019 at 03:00 P.M. at the Corporate Office of the Company.

Kindly take the same on your records.

Thanking You,

Yours truly,
For Optiemus Infracom Limited

VIKAS
CHANDRA

Digitally signed by
VIKAS CHANDRA
Date: 2019.08.08
17:07:08 +05'30'

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.)

P: 0120-6721900-905 | www.optiemus.com

OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086

Registered Office : K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi - 110 024

Corporate Office: Plot No. 2A, First Floor, Wing-A, Sector-126, Noida, U.P – 201 301

Tel: 0120-6721900; **Fax:** 0120-6721999

Website: www.optiemus.com, **E-mail:** info@optiemus.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard – 2 on General Meetings and other applicable rules & regulations, the resolutions appended below are proposed to be passed by way of Postal Ballot including E-Voting.

The proposed resolutions together with the Explanatory Statement thereto setting out all the material facts concerning each resolution alongwith the reasons for the proposed resolutions is annexed hereto for your consideration. A Postal Ballot Form for voting by you as shareholder of the Company is also enclosed herewith for your consideration and voting.

Mr. Sumit Kumar, Practicing Company Secretary & Proprietor of M/s S.K. Batra & Associates, has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 for conducting entire Postal Ballot/E-Voting process in a fair and transparent manner.

You are requested to carefully read all the instructions printed on the Postal Ballot form and return the same duly completed in the attached self-addressed, prepaid postage business reply envelope, so as to reach the Scrutinizer on or before the close of business hours on Sunday, 08th September, 2019. Postal Ballot Form(s) if sent by courier or by registered post/speed post at the expense of the member(s) shall be accepted. All the Postal Ballot Forms received after the said date will be treated as if reply from such member has not been received and will be considered as invalid.

In compliance with Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Electronic Voting (“e-voting”) as an alternate to its members, to enable them to cast votes electronically instead of depositing/dispatching the physical ballot forms.

The e-voting commence on Saturday, 10th August, 2019 at 9:00 A.M. IST and ends on Sunday, 08th September, 2019 at 5:00 P.M. IST. The E-Voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith.

The Company has engaged the services of Central Depository Services Limited to provide e-voting facility to all the members of the Company. It may be noted that E-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send physical Postal Ballot Form. In case a member votes through e-voting and sends physical Postal ballot form simultaneously, vote cast by e-voting shall only be considered by the Scrutinizer and physical vote shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman or in his absence to such Director as may be authorized by the Board of Directors of the Company after completion of scrutiny of Postal Ballot Forms and e-voting and the combined results of the e-voting and Postal Ballot will be announced on Monday, 09th September, 2019 at 3:00 P.M. at the Corporate Office of the Company at Plot No. 2A, First Floor, Wing-A, Sector-126, Noida- 201 301, Uttar Pradesh and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the scrutinizers report will be posted on the website of the Company www.optiemus.com and will be displayed on the notice Board of Registered & Corporate Office of the Company.

By the Order of the Board of
Optiemus Infracom Limited

Sd/-
Vikas Chandra

Company Secretary & Compliance Officer
Membership No.: 22263

Date: 05th August, 2019
Place : Noida (Uttar Pradesh)

Proposed Resolutions

Resolution No. 1: Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the company

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

“RESOLVED THAT upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in pursuance of the Special Resolution No. 5 passed by the members at the 24th Annual General Meeting of the Company held on 8th December, 2017 & in accordance of the abatement order passed by Central Government on 23rd October, 2018, consent of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of excess managerial remuneration of Rs. 2,344,256/- (Rupees Twenty Three Lacs Forty Four Thousand Two Hundred Fifty Six Only) paid from 1st April, 2016 to 31st March, 2017 to Mr. Ashok Gupta, Executive Chairman of the Company, due to inadequate profits during the financial year 2016-17.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

Resolution No. 2: Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the company

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

“RESOLVED THAT upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in pursuance of the Special Resolution No. 6 passed by the members at the 24th Annual General Meeting of the Company held on 8th December, 2017 & in accordance of the abatement order passed by Central Government on 23rd October, 2018, consent of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of excess managerial remuneration of Rs. 1,605,138/- (Rupees Sixteen Lacs Five Thousand One Hundred Thirty Eight Only) paid from 1st April, 2016 to 31st March, 2017 to Mr. Hardip Singh, Whole Time Director of the Company, due to inadequate profits during the financial year 2016-17.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

Resolution No. 3: Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the company

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

“RESOLVED THAT upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in pursuance of the Special Resolution No. 7 passed by the members at the 24th Annual General Meeting of the Company held on 8th December, 2017 & in accordance of the abatement order passed by Central Government on 23rd October, 2018, consent of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of excess managerial remuneration of Rs. 2,517,904/- (Rupees Twenty Five Lacs Seventeen Thousand Nine Hundred Four Only) paid from 1st April, 2016 to 30th September, 2016 to Mr. Ravinder Zutshi, erstwhile Managing Director of the Company, due to inadequate profits during the financial year 2016-17.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and to do all acts, deeds, matters and things that may be deemed necessary,

proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

By the Order of the Board of
Optiemus Infracom Limited

Sd/-
Vikas Chandra

Date: 05th August, 2019
Place : Noida (Uttar Pradesh)

Company Secretary & Compliance Officer
Membership No.: 22263

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons in respect of the abovementioned business(es) is annexed hereto.
2. A Postal Ballot Form along with prepaid postage self addressed business envelope is attached hereto. There will be one Postal Ballot Form/E-voting for every Folio/Client ID irrespective of the number of joint holders.
3. A member entitled to vote is advised to fill in the Postal Ballot Form and send to Scrutinizer.
4. Notice is being sent to members whose name appears in the Register of members/record of depositories as on Friday, 02nd August, 2019 (Cut-off date). Voting rights will be reckoned on the paid up value of the equity shares registered in the name of the member as on the date and time.
5. In furtherance of the Go Green Initiative of the Government, Postal Ballot Notice is being sent electronically to all the Members whose email addresses are registered/ available with the Company/Depository Participants and to all other Members through other permitted mode. The said Notice will also be available on the website of the Company i.e. www.optiemus.com, on the website of Stock Exchanges where shares of the Company are listed i.e., www.bseindia.com and www.nseindia.com and on the website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com. Physical copies will be sent on request by any such Member.
6. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company pleased to offer e-voting facility as an alternate, to the members to cast their votes electronically on all resolutions set forth in this Notice through e-voting services provided by Central Depository Services (India) Limited (“CDSL”) and all the businesses may be transacted through such voting.
7. The E-voting facility will commence from Saturday, 10th August, 2019 at 9:00 A.M. IST to Sunday, 08th September, 2019 upto 5:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 02nd August, 2019 may cast their vote electronically. The remote e-voting module shall be disabled/blocked by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. E-voting instructions for E-voting are attached hereto.
8. The shareholders can opt only one mode of voting i.e. either through Postal ballot or E-Voting. In case of voting by both the means, voting through E-Voting mode shall be considered and counted and Physical Postal Ballot mode of such shareholder will be treated as invalid and shall not be considered.
9. Members are requested to carefully read the instructions printed on the Postal ballot form before exercising their vote for the proposed resolutions which require consent of the shareholders.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 to 3

The managerial remuneration paid to Mr. Ashok Gupta, Whole-time Director, designated as Executive Chairman of the Company, Mr. Hardip Singh, Whole Time Director of the Company and Mr. Ravinder Zutshi, erstwhile Managing Director of the Company during the Financial Year 2016-17 exceeded the limit under Section 197 of the Companies Act, 2013 (“the Act”).

After obtaining approval of shareholders of the Company in the 24th AGM held on 8th December, 2017, the Company had made applications to Central Government in the Financial Year 2017-18 seeking its approval for waiver of excess remuneration paid to the said Directors for the Financial Year 2016-17. The said applications were abated by the Central Government on 23rd October, 2018 pursuant to notification of the new provisions of the Act, which now requires the Company to seek approval of the Members for waiver of the excess remuneration paid to the Directors. Therefore, the Members are requested to grant their approval for waiver of excess managerial remuneration paid to the said Directors during the Financial Year 2016-17.

The below table shows the total remuneration paid including excess amount paid to managerial personnel for the financial year ended 31st March, 2017 under Section 198 of the Companies Act, 2013:

Particulars	Salary & perquisites during the financial year ended March 31, 2017 (A)	Maximum permissible Limit (pro-rata basis) (B)	Excess Payment (A-B)
Mr. Ashok Gupta Executive Chairman	9,000,000	6,655,744	2,344,256
Mr. Hardip Singh Whole Time Director	6,162,400	4,557,262	1,605,138
Mr. Ravinder Zutshi* Former Managing Director	9,666,664*	7,148,760	2,517,904
Total	24,829,064	18,361,766	6,467,289

*Please note that remuneration of Mr. Ravinder Zutshi also exceeds individual threshold of 5% of the total net profit

He has already resigned w.e.f. 30/09/2016.

Considering the contribution of these managerial personnel to the Company, it is apt and justifiable to waive off the excess remuneration paid due to inadequate profits caused mainly due to inevitable and temporary contractions created in the industry. Hence, the Nomination and Remuneration Committee and the Board of Directors have at their meetings held on 05th August, 2019 approved the waiver of recovery of the excess managerial remuneration paid during the financial period as set forth in the above resolutions, subject to the approval of shareholders.

The Company as on date is not in default in payment of dues to any Bank or Public Financial Institution or non-convertible debenture holders or any other secured creditor.

The Board of Directors recommend the Special Resolutions set forth in Item Nos. 1, 2 and 3 for the approval of Members.

None of the Directors or key managerial personnel of the Company or their relatives except the aforesaid Executive Directors is / are, in any way concerned or interested in the proposed resolutions. The Information as required under the provisions of part II Section II(b)(iv) of schedule V of the Companies Act, 2013, is given below:

Details pursuant to the provisions of part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 in respect of Item No. 1-3 of the notice is as follows:

I. GENERAL INFORMATION

1. Nature of Industry

The Company was incorporated on 17th June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged in diversified business and has rich experience in managing, distributing and manufacturing various mobile brands and other telecommunication products in India.

2. Date or expected date of commencement of commercial production

Not applicable as the Company is already in operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

Particulars	Year ended on 31.03.2019 (Rs. in Lacs)	Year ended on 31.03.2018 (Rs. in Lacs)	Year ended on 31.03.2017 (Rs. in Lacs)
Total Revenue	45,422	62,269	109,210
Total Expenses	45,235	58,615	107,871
Profit before Exceptional & Extraordinary Items and Tax	187	3,654	1,339
Exceptional Items	-	-	-
Profit Before Tax	187	3,654	1,339
Profit After Tax	222	2469	975
Earnings per equity share	0.27	2.87	1.17

5. Foreign Investments or collaborations

The Company has joined hands with Canada based Mobile brand “Blackberry”. Having signed an Exclusive licensing agreement with Blackberry, Optimus has qualified itself to design, sell, promote and provide customer support service for blackberry mobile devices in India, Sri Lanka, Nepal & Bangladesh. Apart from having one overseas subsidiary viz. Optimus Infracom (Singapore) Pte Limited, Company has also made an investment of Rs. 479 lacs in M/s Illumi Solutions Inc.

II. INFORMATION ABOUT MANEGERIAL PERSONNEL

Particulars	Ashok Gupta	Hardip Singh	Ravinder Zutshi
Background Details	Mr. Ashok Gupta, Executive Chairman, holds the degree of Bachelor in Commerce and is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors; and carry out such duties as entrusted to him by the Directors. He is having a huge & knowledgeable experience of 38 years in Telecom Industry. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments.	Mr. Hardip Singh is serving the Board since November 11, 2011. Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company. He did diploma in Marketing Management and holds a Bachelors degree in Arts (Economic Honors). Mr. Singh's broad experience of over 24 years in marketing, distribution and business development has proved to be very beneficial for the Company.	Mr. Ravinder Zutshi, with an experience of over 37 years in the consumer electronics industry, is a renowned name in Telecom Industry and served the Board for a period of over 1 year. Though he was associated with the Company for a short span of time, but his contribution to the Company has been enormous. Mr. Zutshi resigned from the Board w.e.f. 30 th September, 2016.
Past Remuneration (FY 2015-16) (in lacs)	90	61.62	96.66
Recognition or awards	None	None	None
Job Profile and his suitability	Mr. Ashok Gupta is responsible for overall operations of the Company and subject to the supervision and control of the Board of Directors; carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors	Mr. Hardip Singh, Director (Operations) plays a vital role in sales, marketing and other promotional activities of the Company.	Mr. Ravinder Zutshi is not associated with the Company from 30 th September, 2016.
Remuneration proposed	Waiver of excess salary paid as detailed in Explanatory Statement above The approval is sought as required under the Companies (Amendment) Act, 2017 applicable w.e.f. 12 th September, 2018.	Waiver of excess salary paid as detailed in Explanatory Statement above The approval is sought as required under the Companies (Amendment) Act, 2017 applicable w.e.f. 12 th September, 2018.	Waiver of excess salary paid as detailed in Explanatory Statement above The approval is sought as required under the Companies (Amendment) Act, 2017 applicable w.e.f. 12 th September, 2018.

Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Whole Time Director.	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Managing Director.
Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any	Mr. Ashok Gupta holds 5754894 Equity shares in the Company and is promoter of the Company. There is no inter – se relationship between the managerial personnel.	There is no inter – se relationship between the managerial personnel.	There is no inter – se relationship between the managerial personnel.

III. OTHER INFORMATION

1. Reasons of inadequate Profit

Major reform announced by Government to demonetize of two highest demonization notes created bearish momentum in near term effecting the entire economy which also showed in Country's GDP which dropped to 6.1% in the fiscal fourth quarter of FY 2016-17 from 7% in the third quarter. That immediate but temporary contraction created a huge cash crunch and affected discretionary spending of consumers adversely impacting all sectors and industries, Telecom Industry being one of them which resulted in low sales volume of mobile handsets. Apart from this, competition from Chinese smartphone shipments which rose in immense volumes since last fiscal years, also resulted in low sales resulting in low profits and inadequate profits.

2. Steps taken or proposed to be taken for improvement

Licensing Agreement with Blackberry:

Optimus has joined hands with Canada based Mobile brand “Blackberry”. Having signed an Exclusive licensing agreement with Blackberry, Optimus has qualified itself to design, sell, promote and provide customer support for blackberry mobile devices in India, Sri Lanka, Nepal & Bangladesh. The Blackberry Limited will provided its unparalleled software and security solution, which will give Optimus a new platform to keep the innovation alive in this world's fastest growing smartphone market and create an affluence for its shareholders.

Launched Various Products

During the FY 2018-19, the Company launched Android Mobile Phone viz. BlackBerry® Evolve', 'BlackBerry® Evolve^x' and Kult Inspire. Also, the Company entered into business venture with Troosol Enterprises Private Limited, a company engaged into the business of e-trade through its bid based software under the brand name “MagicSpree”, to acquire its IP rights and to do online business of sale/purchase of mobile phones and other telecommunication products by using their e-platform.

Ongoing liquidation of Non-Core Asset:

With a view to offer a strong financial structure to the stakeholders of the Company, achieving better cash flows and to maintain lean organizational structure and better administrative control it is proposed to transfer “Rental Division” Business of the Company to its wholly owned subsidiary company and focus on its core business i.e. trading & distribution of mobile phones and other telecommunication products.

3. Expected increase in productivity and profits in measurable terms

Though the telecom industry is undergoing rapid changes, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.

The Board recommends the Special resolution set out at Item No. 1-3 of the notice for approval of the members.

INSTRUCTIONS FOR REMOTE E-VOTING

For the purpose of Section 108 of the Companies Act, 2013 ('the Act') read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility to the members holding shares either in physical form or in dematerialized form as on August 02, 2019 (End of the Day) being the Cut-off (record date) date for the purpose of Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 fixed for determining voting rights of members, entitled to cast their votes electronically, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The E-Voting facility is available at the link <https://www.evotingindia.com>

EVS (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
190805020	Saturday, 10 th August, 2019 at 9:00 A.M. IST	Sunday, 08 th September, 2019 at 5:00 P.M. IST

Note: Please read the instructions printed below before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time

The instructions for members for voting electronically are as under:-

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as provided in the Ballot form) in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB or Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. Note: If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN (190805020) for **Optimus Infracom Limited** on which you choose to vote.

- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii) **Note for Non-Individual Shareholders & Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- xix) In case of any queries/issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx) Mr. Sumit Kumar, Practicing Company Secretary, having their office at 3393, 1st Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting & Postal Ballot process in a fair and transparent manner.
- xxi) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting & postal ballot period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- xxii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- xxiii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.optiemus.com and on the website of CDSL and shall be communicated to BSE Ltd and National Stock Exchange of India Limited. The results will also be posted on the Notice Board of the Company at its Corporate Office. All the documents pertaining items set out in this notice are available for inspection on all working days during 9:00 A.M. to 5:00 PM at the Registered & Corporate Office of the Company upto Sunday, 08th September, 2019.
- xxiv) The shareholders can opt only one mode of voting i.e. either through Postal ballot or E-Voting. In case of voting by both the means, voting through E-Voting mode shall be considered and counted and Physical postal ballot mode of such shareholder will be treated as invalid and shall not be considered.



Optiemus Infracom Limited

CIN: L64200DL1993PLC054086

Registered Office : K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi - 110 024

Corporate Office: Plot No. 2A, First Floor, Wing-A, Sector-126, Noida, U.P – 201 301

Tel: 0120-6721900; **Fax:** 0120-6721999

Website: www.optiemus.com, **E-mail:** info@optiemus.com

POSTAL BALLOT FORM

Serial No. :

Name of the Member(s) : _____

Registered Address : _____

Joint Holder(s) Name : _____

Folio No. / Client ID / DP ID : _____

Number of shares held : _____

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 05th August, 2019 of the Company by conveying my/our assent or dissent to the said resolutions by placing the tick mark (✓) at the appropriate box below:

Sl. No.	Description	No. of Shares for which votes cast	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Approval for waiver of recovery of excess remuneration paid to Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the Company for the financial year 2016-17			
2.	Approval for waiver of recovery of excess remuneration paid to Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the Company for the financial year 2016-17			
3.	Approval for waiver of recovery of excess remuneration paid to Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the Company for the financial year 2016-17			

Place :

Date :

.....
Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVS (E Voting Sequence Number)	User ID	Sequence Number/Password
190805020		

Note: Please read the instructions printed overleaf carefully before exercising your vote

IMPORTANT INSTRUCTIONS

1. A Member desiring to exercise her / his vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope.
2. However, any envelope containing postal ballot forms, if deposited in person or sent by courier or by Registered Post at the expense of the Registered Member will also be accepted.
3. Under the Green Initiative of Ministry of Corporate Affairs, Notice of Postal Ballot is being sent to the Members, who have registered their e-mail ids with the Company/RTA, through e-mail and to all other members by post along with Postal Ballot form.
4. The Postal Ballot Form should be completed and signed by the shareholders. In case of Joint-holding, this Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder as per the specimen signature registered with the Company/depository as the case may be.
5. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority letter to the person voting on the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. Voting Rights through a Postal ballot cannot be exercised by a Proxy.
7. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
8. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 5:00 P.M on Sunday, 08th September, 2019. Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.
9. Unsigned, incomplete or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
10. A Shareholder may request for a duplicate Postal Ballot Form if so required. All such requests should be addressed to the Company at Corporate office at Plot No. 2A, 1st Floor, Sector-126, Noida, Uttar Pradesh-201301/ E-mail ID: info@optiemus.com. However, the duplicate Postal Ballot Form duly filled in, in case should reach the Scrutinizer on or before 5:00 P.M on Sunday, 08th September, 2019.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. The Scrutinizer will submit his report to the chairman after scrutiny of the Postal ballot Forms and the results of the Postal Ballot shall be announced by the Chairman or in his absence by any other person authorized by him on Monday, 09th September, 2019 at 03:00 PM and will be posted on website of the Company www.optiemus.com & will also be communicated to National Stock Exchange of India Limited & BSE Limited, where the shares of the Company are listed. The results will also be posted on the Notice Boards of the registered office & corporate office of the Company i.e. at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi- 110024 & Plot No. 2A, First Floor, Sector-126, Noida, Uttar Pradesh- 201 301.
13. The Result of the Postal Ballot will be published in atleast one English and one vernacular language newspaper circulating in the state of Delhi within 48 hours of the declaration of results.
14. All the documents pertaining to items set out in this notice are available for inspection during 9:00 A.M. to 5:00 P.M. on all working days at the Registered & Corporate Office of the company upto Sunday, 08th September 2019.
15. Members are requested not to send any paper (other than the resolution/authority/copy of nomination/power of attorney as mentioned in instruction No. 4 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.