

Ref. No. - OIL/CO/SE/2018-19/61

November 13, 2018

Listing Department,
Bombay Stock Exchange 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: INTIMATION REGARDING EXECUTION OF SHARE PURCHASE/SHAREHOLDER AGREEMENT WITH TROOSOL ENTERPRISES PRIVATE LIMITED

Dear Sir(s),

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, this is to inform you that the Board of Directors of the Company at its meeting held today i.e. Tuesday, 13th November, 2018, has confirmed the Share Purchase/Shareholder Agreement ("Agreement") executed by the Company with M/s. Troosol Enterprises Private Limited ("TEPL") for acquiring 6,000 (60%) equity shares of Rs. 10/- each of TEPL. By virtue of this transaction, Troosol Enterprises Private Limited will become the subsidiary of Optiemus Infracom Limited in terms of Section 2(87)(ii) of Companies Act, 2013.

The necessary information as required to be disclosed in this regard in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed herewith as **Annexure A**.

You are requested to take the above information on record.

Thanking You,

For Optiemus Infracom Limited



Vikas Chandra
Company Secretary & Compliance Officer
Membership No. 22263

Enclosure: Annexure A

ANNEXURE A

Disclosure for proposed acquisition of 60% equity shares of Troosol Enterprises Private Limited and execution of Share Purchase/Shareholder Agreement

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

Name of the Company	Turnover as at 31 st March, 2018 (In Rupees)	Net Worth as at 31 st March, 2018 (In Rupees)
Troosol Enterprises Private Limited	NIL*	1,00,000

* The Company 'Troosol Enterprises Private Limited' was incorporated on 08 January 2016. After incorporation, it was engaged into development of e-commerce software, hence, the turnover was NIL during the preceding financial years. Now, the Company is on track and revenue generation will get started.

- b) Whether the acquisition would fall within related party transactions? If yes, whether the same is done at "arm's length" and whether the Promoter/Promoter group have any interest in the entity being acquired?

None

- c) Industry to which the entity being acquired belongs

Troosol Enterprises Private Limited ("TEPL"), a company incorporated under the Companies Act, 2013 belongs to e-commerce industry. It will engage itself to provide e-commerce platform under the brand name MagicSpree into the various business areas including but not limited to ticketing, travel, hospitality, hotels, tourism, package tour, entertainment, culinary & sports etc.

- d) Objects and effects of acquisition of Shares/Purpose of entering into agreement

To take the control of M/s Troosol Enterprises Private Limited ("TEPL"); and utilize its unique proprietary application into the business of mobile handsets. Value creation for the stakeholders of Optimus.

- e) Brief Details of any governmental or regulatory approval required for acquisition:

No governmental or regulatory approval required for acquisition.

- f) Indicative time period of completion of Acquisition

The acquisition will be completed on or before 2nd December, 2018.

- g) Nature of Consideration

Cash



h) Cost of acquisition of shares or the price at which shares to be acquired:

The Company will acquire 6,000 (Six Thousand Only) equity shares of Rs. 10/- each of M/s Troosol Enterprises Private Limited ("TEPL") at a price of Rs. 10/- per share (face value) by way of transfer from Mr. Sanjay Kumar and Mr. Amitesh Kumar (Promoters, Directors and Shareholders of TEPL). The total consideration amount of Rs. 60,000/- (Sixty Thousand Only) will be paid in cash.

i) Percentage /No. of shares of Troosol Enterprises Private Limited ("TEPL") to be acquired

No. of shares already held	No. of shares agreed to acquire	Total No. of shares held after acquisition
Nil	6,000 (60%)	6,000 (60%)

j) Brief Background about the Entity whose shares being acquired

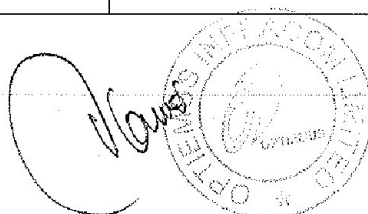
Troosol Enterprises Private Limited ("TEPL") is a private company incorporated on 08 January 2016. It is classified as Non-government Company, founded by two Promoters/Directors viz. Mr. Sanjay Kumar and Mr. Amitesh Kumar. The registered office of the Company is situated at Plot No.2A, 1st Floor, Sector-126, Noida, Uttar Pradesh-201301. Its authorized share capital is Rs. 100,000/- and its paid up capital is Rs. 100,000/-. The Company has not conducted its main business activity since its incorporation (from 08/01/2016), however the company was in development phase for last 3 years, hence, the turnover of the Company during preceding 3 years was NIL.

Further, the Company "TEPL" has invented a bid based software under the brand name "MagicSpree" for conducting its business smoothly. With the support of said software, TEPL can provide currently last minute hotel booking facility through its website www.magicspree.com, however, the same platform can be used for any other business like mobile handsets business.

By entering into business venture of TEPL, the Company "Optimus Infracom Limited" will get the IP rights from TEPL and at later stage, Optimus Infracom Limited will do online business of sale/purchase of its products and services through similar software, which will be beneficial for the Company's growth.

k) Name(s) of parties with whom the Share Purchase/Shareholder Agreement is entered

S. No.	Name of the Parties	Address
1.	Mr. Sanjay Kumar (Promoter, Director & Shareholder of Troosol Enterprises Private Limited)	H-98, Sector-25, Noida, Gautam Budh Nagar, U.P.-201301
2.	Mr. Amitesh Kumar (Promoter, Director & Shareholder of Troosol Enterprises Private Limited)	H-98, Sector-25, Noida, Gautam Budh Nagar, U.P.



3.	Troosol Enterprises Private Limited (Investee Company)	Plot No.2A, 1 st Floor, Sector-126, Noida, Uttar Pradesh-201301
4.	Optimus Infracom Limited (Investor Company)	K-20, Second Floor, Lajpat Nagar-II, New Delhi-110024
5..	Mr. Dinesh Mohan Prasad (Investor)	Flat C-151, DLF Summit, DLF Phase-5 , Sector-54, Gurgaon, Haryana -122011

l) Shareholding, if any, in the entity with whom the agreement is executed

None

m) Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.

Optimus Infracom Limited, Investor Company shall be entitled to appoint one nominee director on the Board of TEPL. It will also entitle to remove or substitute its nominations as and when found fit with due intimation and information to the Promoter Directors of TEPL. Further, TEPL or its Promoter Directors shall have no power to remove or replace the Director appointed/nominated by Investor Company in any situation including but not limited to disqualification to become a Director.

n) Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship

None

o) In case of issuance of shares to the parties, details of issue price, class of shares issued

Not applicable

p) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.

None

