

## PROXY FORM

### Form No. MGT-11

*(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]*

**CIN** : **L64200DL1993PLC054086**  
**Name of the Company** : **OPTIEMUS INFRACOM LIMITED**  
**Registered Office** : **K-20, Second Floor, Lajpat Nagar, Part-2, New Delhi- 110024**  
Name of the member (s) :  
Registered Address :  
E-mail-Id :  
Folio No/Client ID/DP ID :

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name: ..... E-mail Id: .....  
Address: .....  
..... Signature: ..... or failing him
- (2) Name: ..... E-mail Id: .....  
Address: .....  
..... Signature: ..... or failing him
- (3) Name: ..... E-mail Id: .....  
Address: .....  
..... Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWENTY FOURTH** Annual General Meeting of the company, to be held on Friday, December 8, 2017 at 11.00 a.m. at Ghalib Institute, Seminar Hall, Aiwan-e-Ghalib Marg, Mata Sundri Lane, ITO, New Delhi-110 002 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the year ended on 31<sup>st</sup> March, 2017 including audited Balance Sheet and the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ashok Gupta (DIN: 00277434), Director who retires by rotation and is eligible for re-appointment as Executive Director.
3. To appoint M/s Mukesh Raj & Co., Chartered Accountants, as Statutory Auditors and fixation of Remuneration.
4. To consider and approve the scheme of Arrangement for amalgamation of MPS Telecom Private Limited ("Transferor Company-1") and Oneworld Teleservices Private Limited ("Transferor Company-2") with Optiemus Infracom Limited ("Transferee Company") and with their respective shareholders and creditors under Section 233 of the Companies Act, 2013.

5. To approve the waiver of the recovery of remuneration of Mr. Ashok Gupta (DIN: 00277434), Executive Chairman of the company
6. To approve the waiver of the recovery of remuneration of Mr. Hardip Singh (DIN: 01071395), Whole Time Director of the company
7. To approve the waiver of the recovery of remuneration of Mr. Ravinder Zutshi (DIN: 00520290), erstwhile Managing Director of the company

Signed this ..... day of ..... 2017

Affix  
revenue  
stamp  
of ₹ 1

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**