

## NOTICE

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **OPTIEMUS INFRACOM LIMITED** will be held on Thursday, the 29<sup>th</sup> Day of September, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business. The Registered Office of the Company situated at K-20, II<sup>nd</sup> Floor, Lajpat Nagar-II, New Delhi-110024 shall be deemed as venue of the meeting.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation, and being eligible, offers himself for re-appointment.
3. **Re-appointment of Statutory Auditors for a second term of five consecutive years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Mukesh Raj & Co., Chartered Accountants, (Firm Registration No. 016693N), be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5 (Five) consecutive years from the conclusion of this 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

### **SPECIAL BUSINESS:**

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. Ashok Gupta (DIN: 00277434) as a Whole Time Director (designated as Executive Chairman) of the Company, liable to retire by rotation, for a further term of 3 (Three) consecutive years effective from April 01, 2023 to March 31, 2026 on the following terms and conditions:

#### **I. Remuneration:**

- |                 |   |  |
|-----------------|---|--|
| a. Basic Salary | : | INR. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month or as may be decided by the Board from time to time. |
| b. Bonus        | : | As per the Company’s Schemes and Incentives & Other as may be decided by the Board from time to time.                  |
| c. Motor Car    | : | Provision of motor car with a chauffeur.   |

- d. Medical : As per rules of the Company's Reimbursement Scheme.
- e. Leave Travel : As per rules of the Company's Concession Scheme.
- f. Provident : As per rules of the Company's Superannuation Scheme & other Funds.
- g. Gratuity : As per rules of the Company's Scheme.
- h. Other allowances : Subject to any statutory ceiling(s), Executive Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

## **II. Commission:**

The Board may decide the amount of commission payable to him based on the net profits of the Company each year, notwithstanding that the remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

## **III. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during his tenure as Whole Time Director, Mr. Ashok Gupta be paid the aforesaid remuneration as minimum remuneration for that year, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

- IV.** Mr. Ashok Gupta shall be entitled to reimbursement of all actual expenses or charges including travel entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof be and are hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Ashok Gupta as per the provisions of Section 197 read with the Schedule V of the Companies Act, 2013, without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

## **5. Alteration of Object Clause of Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 4 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and subject to the necessary approval(s), the consent of the members of the Company be and is hereby accorded for inserting the following new sub-clause numbered as sub-clause 9 in Clause III (A) of the existing Memorandum of Association dealing with the main objects of the Company:

*“9. To carry on the business of buying, selling, reselling, import, export, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods including but not limited to, hearable, wearable, advance licensing, telecom equipment etc. on retail as well as on wholesale basis in India or elsewhere.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

**6. Approval for amendment in Optiemus Employee Stock Option Scheme – 2016 for inclusion of grant of stock options to the employees of Group Company including Associate Company, in India or outside India, 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** pursuant to the powers granted vide earlier resolution passed by the Shareholders in the Extra Ordinary General Meeting held on December 30, 2016, and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof), Regulation 6(3)(a), Regulation 7(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and further subject to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the concerned regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to amend Optiemus Employee Stock Option Scheme – 2016 (**“Scheme”**) for the purpose to create, grant, offer, issue and allot under the Optiemus Employee Stock Option Scheme – 2016 (**“Scheme”**) the Employee Stock Options (**“Options”**) convertible into Equity Shares (**“Shares”**), at any time, to or for the benefit of Employees and Directors of the Group Company including Associate Company, in India or outside India, of the Company (*as permitted under the applicable laws*), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme at any time subject to the compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and to do all other acts, deeds and things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**7. Approval for increase in exercise period under Optiemus Employee Stock Option Scheme – 2016**

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

**“RESOLVED THAT** pursuant to the powers granted vide earlier resolution passed by the Shareholders in the Extra Ordinary General Meeting held on December 30, 2016 and pursuant to the provisions of

Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof), Regulation 6(3)(a), Regulation 7(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and further subject to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the concerned regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), considering the maximum benefits for the employees under the Optiemus Employee Stock Option Scheme-2016, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to amend the Optiemus Employee Stock Option Scheme – 2016 (**“Scheme”**) by increasing the exercise period by 30 (Thirty) days and thus, making the total exercise period of 60 (Sixty) days from the date of respective vesting for all the future grants of options to be made, under the Scheme.

**RESOLVED FURTHER THAT** the other terms and conditions of the Scheme shall continue to remain same and it will not affect any earlier options granted under the Scheme.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and to do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

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

**Date: August 29, 2022  
Place: Noida (U.P.)**

**Vikas Chandra  
Company Secretary & Compliance Officer  
M. No.: 22263**

**NOTES:**

1. Pursuant to the Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 respectively, followed by Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (herein collectively referred to as **“MCA Circulars”**) and Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (hereinafter referred to as **“SEBI Circular”**) physical attendance of the Members to the Annual General Meeting (**“AGM”**) venue is not required, therefore, this AGM is being held through Video Conferencing (**“VC”**) or Other Audio Visual Means (**“OAVM”**).
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance

of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

**3. Dispatch of Annual Report and Notice of AGM through electronic mode:**

In compliance with MCA Circulars and SEBI Circular, Notice of the 29<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date (26.08.2022). Members may please note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.optiemus.com](http://www.optiemus.com) under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") in respect of the Special Business as set out in the Notice under Item No. 4 to 7 to be transacted at the Annual General Meeting is annexed hereto.
5. In respect of Item No. 2 & 4, a statement giving additional information on the Directors appointment/ re-appointment is annexed hereto as Annexure-I as required under Regulation 36(3) of Listing Regulations and Secretarial Standards-2 on General Meetings.
6. Detail in respect of re-appointment of Statutory Auditors in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") in respect of the ordinary business as set out in the Notice under Item No. 3 to be transacted at the Annual General Meeting is annexed hereto.
7. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act are requested to send to the Scrutinizer a certified true copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization to be sent to the Scrutinizer at his e-mail ID [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice and accompanying Explanatory Statement shall be made available for inspection during the AGM in accordance with the applicable statutory requirements based on the requests received by the Company.
9. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ("**RTA**"), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
12. In case of joint holders attending the AGM, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).
14. Members are requested to update immediately, any change in their address to their depository

participants with whom they are maintaining their demat accounts or to the Company's RTA at Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.

15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. 'E-Communication Registration Form' is enclosed with the Notice. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the RTA at Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, New Delhi – 110062 and / or to their respective Depository Participants if the shares are held in electronic form.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. As per the provisions of Regulation 40 of the SEBI Listing Regulations, Members may note that, effective April 01, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the listed entity, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.

**18. UPDATION OF KYC DETAIL**

SEBI vide its Circular dated November 03, 2021 read with circular dated December 14, 2021 (Effective from January 01, 2022) has made it mandatory for all holders of physical securities to furnish their PAN, KYC and Nomination detail to the Company's RTA in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities are not available on or after April 01, 2023, shall be frozen by the RTA. In this regard, SEBI has introduced FORM ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate certificates; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of certificates/folios; transmission and transposition. In view of the same and to eliminate various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filed and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.optiemus.com](http://www.optiemus.com) under Share Registration Section under Investor Relations. Members are requested to kindly take note of the same and update their particulars timely.

19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL. The detailed instructions for e-voting and joining the AGM through VC/OAVM are annexed to this Notice.

20. The E-voting shall commence on Monday, September 26, 2022 at 9:00 A.M. IST and shall remain open till Wednesday, September 28, 2022 at 5:00 P.M. IST. Members holding shares either in physical form or in dematerialized form, as on Thursday, September 22, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
21. The Board has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
22. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.optiemus.com](http://www.optiemus.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges (NSE and BSE) where the shares of Company are listed.
23. The recorded transcript of the ensuing AGM to be held on September 29, 2022, shall also be made available on the website of the Company under Investor Relations, as soon as possible after the meeting is over.
24. Since this AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
25. Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request, to the Company's RTA.
26. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. [info@optiemus.com](mailto:info@optiemus.com) to enable investors to register their complaints/requests, if any.

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

**A. The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 4 to 7 of the accompanying Notice:**

**Item No. 4**

Mr. Ashok Gupta was re-appointed as a Whole Time Director (designated as Executive Chairman) of the Company for a period of 3 (Three) years i.e. from April 01, 2020 till March 31, 2023 by the shareholders in the 26<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019. The term of Mr. Gupta is going to expire on March 31, 2023.

Therefore, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on August 29, 2022 has, subject to the approval of shareholders, re-appointed Mr. Ashok Gupta as Whole-Time Director, designated as Executive Chairman of the Company, for a further term of 3 (Three) years i.e. from April 01, 2023 till March 31, 2026 on such terms and conditions as mentioned in the Resolution set out under Item No. 4 of the Notice.

The Company has received from Mr. Ashok Gupta his consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Brief Profile and Additional Information in respect of Mr. Ashok Gupta, pursuant to Regulation 36 of Listing Regulations is provided under **Annexure-1** to the notice.

Re-appointment of Mr. Ashok Gupta as a Whole Time Director of the Company and remuneration payable to him requires the approval of the members of the Company under Section 196 and 197 read with Schedule V of the Companies Act, 2013. The Board/Committee considers that the re-appointment of Mr. Ashok Gupta and remuneration payable to him is commensurate with his duties and responsibilities as the Whole Time Director, designated as Executive Chairman, of the Company. Therefore, the Special Resolution under Item No. 4 is placed before the shareholders for their approval. The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Act.

Except Mr. Ashok Gupta and Mr. Neetesh Gupta and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 4, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 4.

The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 is given under **Annexure-2** to the Notice.

This Resolution does not constitute Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. This Resolution, though Related Party Transaction under Listing Regulations, applicable accounting standards, is not a material Related Party Transaction.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

**Item No. 5**

At present, the Company is engaged into the business of trading of mobile phones and its allied products across all over India. Considering the future business opportunity and for expansion of business base, the



Board of Directors in its meeting held on August 29, 2022 has accorded its approval for doing the following new business:

*“To carry on the business of buying, selling, reselling, import, export, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods including but not limited to, hearable, wearable, advance licensing, telecom equipment etc. on retail as well as on wholesale basis in India or elsewhere.”*

Further, the Memorandum of Association (“MOA”) of a company must state the objects for which it has been incorporated and the matters that are considered necessary in furtherance thereof. At present the main Objects Clause of the MOA of the Company does not specifically provide carrying out of abovementioned business. Hence, it is required to alter the main object of the MOA of the Company by insertion of new sub-clause 9 to existing Clause III (A) as specified in the resolution set out at Item No. 5 of the accompanying Notice.

The approval of the members of the Company is required, by way of Special Resolution, pursuant to Section 13 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

#### **Item No: 6 and 7**

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of the Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors and Shareholders in their meeting held on December 05, 2016 and December 30, 2016 respectively, approved Optiemus Employee Stock Option Scheme – 2016 (“**Scheme**”) to or for the benefit of such Employee as defined in the Scheme and explained in the explanatory statement.

Further, to achieve the above-mentioned goals, the Nomination and Remuneration Committee and the Board of the Directors of the Company, in its meeting held on August 29, 2022, has approved the extended benefit of the Scheme to the Employees of the Group Company including Associate Company, in India or outside India, of the Company.

In terms of Regulation 6(3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), read with FAQs dated November 16, 2021, issued by SEBI on SEBI (SBEB & SE) Regulations and other applicable provisions, if any, of the Companies Act, 2013, approval of Shareholders by way of Separate Resolution is required for extending the benefits of the Scheme to the Employees of the Group Company including Associate Company, in India or outside India, of the Company. Therefore, the Special Resolution set out at **Item No. 6** seeks the approval of shareholders for the said purpose.

Also, the Board of Directors proposes to increase the exercise period to exercise the vested options, in order to expand the benefit provided to the employees pursuant to the scheme. The same has been approved by the Nomination and Remuneration Committee and the Board of the Directors of the Company, in its meeting held on August 29, 2022.

Further, as per Regulation 7(1) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required to increase the exercise period under the Scheme. Therefore, the Special Resolution set out at **Item No. 7** seeks the approval of shareholders for the said purpose.

The Disclosures made under Explanatory Statement of the Notice of Extra Ordinary General Meeting dated December 05, 2016, are same except the following:

**1. Identification of classes of Employees entitled to participate in the Scheme:**

- (i) An Employee as designated by the Company, who is exclusively working in India or outside India; or
  - (ii) A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
  - (iii) An Employee as defined in sub-articles (i) or (ii), of a Group Company including Subsidiary or its Associate Companies, in India or outside India, of the Company.
- but does not include-**
- a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
  - b) A Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**2. Exercise period and process of Exercise:**

The Exercise period for exercise of the vested options will be 60 (Sixty) days from the respective date of vesting, or as may be determined by the Committee in special circumstances, failing which the vested options shall stand lapsed in the hands of the Employee.

**3. Statement with regard to Disclosure in Director’s Report:**

As the Company is adopting fair value method, presently, there is no requirement for disclosure in Director’s Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors’ Report and the impact of this difference on profits and on earnings per share (“EPS”) of the company shall also be disclosed in the Directors’ Report.

**4. Period of lock-in:**

The Shares issued to the Employees pursuant to the exercise of an Option will not be subject to any lock-in period.

**5. Terms & conditions for buyback, if any, of specified securities:**

The procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, shall be in accordance with the applicable laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of amendments in Optiemus Employee Stock Option Scheme – 2016 and other matters connected therewith.

The Board of Directors of the Company recommend the Special Resolutions as set out at Item Nos. 6 and 7 for the approval by members.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Revised copy of Optiemus Employee Stock Option Scheme – 2016 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

**B. Details in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****Item No. 3**

The Members of the Company at the 24<sup>th</sup> Annual General Meeting ('AGM') held on December 08, 2017 approved the appointment of M/s. Mukesh Raj & Co, Chartered Accountants, (Firm Registration No. 016693N), as the Statutory Auditors of the Company for a term of 5 (Five) years i.e. from the conclusion of the 24<sup>th</sup> AGM till the conclusion of 29<sup>th</sup> AGM. Accordingly, the auditors will complete their present term on conclusion of this AGM.

Pursuant to Section 139 of the Companies Act 2013, the Board of Directors in its meeting held on August 29, 2022, on the recommendation of the Audit Committee, approved the re-appointment of M/s. Mukesh Raj & Co. as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years commencing from the conclusion of this 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting, at an annual remuneration of Rs. 5 Lakh for the Financial Year ending March 31, 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors and recommended the matter for the approval of shareholders.

M/s. Mukesh Raj & Co., is a professionally managed Chartered Accountancy Firm operating from National Capital Region of Delhi, India, from past 22 years (Since 1999). It's a full service accounting, audit and business advisory firm offering all kind of Audit & Assurance (Including, Statutory Audit, Internal Audit, Forensic Audit, Concurrent Audit, Tax Audit), Risk Advisory, Financial Services, Certified Quick Books Pro advisors, Indirect Tax, Direct Tax, Company Law, FEMA/RBI, Economic Zone and Accounting Services.

After considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Mukesh Raj & Co. has been recommended to be re-appointed as the Statutory Auditors of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. Mukesh Raj & Co. and a certificate that their re-appointment, if made, for the second term of 5 (Five) consecutive years, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be re-appointed as Statutory Auditor in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Mukesh Raj & Co., has confirmed that they continue to hold a valid certificate issued by the Peer Review Board of Institute of Chartered Accountants of India.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice.

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

**Date: August 29, 2022  
Place: Noida (U.P.)**

**Vikas Chandra  
Company Secretary & Compliance Officer  
M. No.: 22263**

**Information regarding Directors seeking appointment / re-appointment at the ensuing Annual General Meeting**

(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

<b>Name of Director</b>	<b>Mr. Neetesh Gupta</b>	<b>Mr. Ashok Gupta</b>
<b>DIN</b>	00030782	00277434
<b>Age</b>	37 Years	64 Years
<b>Qualifications</b>	Master's Degree in Business Management	Graduate
<b>Experience (including expertise in specific functional area) / Brief resume</b>	<p>Mr. Neetesh Gupta holds Master's Degree in Business Management from Nottingham University, England and has rich experience in telecommunication sector. He is also serving as director in various group companies. His entrepreneurship abilities landed him into being Promoter and Director of the Company with a vision to take this Company to new heights.</p> <p>He is also a member of Stakeholders Relationship Committee, Operations and Administration Committee and Risk Management Committee of the Company.</p>	<p>Mr. Ashok Gupta has been on the Board of Directors of the Company since 2009. Mr. Ashok Gupta is responsible for overall operations of the Company. He is having a huge &amp; knowledgeable experience of 42 years in the business activities in Telecom Industry, Construction, Import of Mobile Handset and Accessories. Mr. Ashok Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments. He has promoted various companies in the field of Communication, Telecom, Construction and Allied Industries.</p>
<b>Date of first appointment on the Board</b>	12 <sup>th</sup> October, 2018	5 <sup>th</sup> January, 2009
<b>Terms and conditions of appointment / re-appointment</b>	On existing terms & conditions	On existing terms & conditions as set out under Item No.4 of the accompanying notice of Annual General Meeting
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2022</b>	52,14,607 equity shares of INR 10/- each	57,54,894 equity shares of INR 10/- each
<b>Directorships held in other Companies as on 29<sup>th</sup> August, 2022</b>	<ol style="list-style-type: none"> <li>1. Techtube Media Works Private Limited</li> <li>2. Fidelity Logistic Limited</li> <li>3. Skyweb Infotech Limited</li> <li>4. GDN Enterprises Private Limited</li> <li>5. International Value Retail Private Limited</li> <li>6. Optiemus Electronics Limited</li> <li>7. Easycom Network Private Limited</li> <li>8. Optiemus Telematics Private Limited</li> <li>9. Convenient Retail Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mobiphone Network India Limited</li> <li>2. Optiemus Electronics Limited</li> <li>3. Param Exports and Construction Private Limited</li> <li>4. My Mobile Infomedia Private Limited</li> <li>5. Besmarty Technologies Private Limited</li> <li>6. Insat Exports Private Limited</li> <li>7. GRA Enterprises Private Limited</li> <li>8. Optiemus Telematics Private Limited</li> <li>9. Convenient Retail Private Limited</li> <li>10. GDN Enterprises Private Limited</li> <li>11. Telemax Links India Private Limited</li> <li>12. Sai Navdhara Private Limited</li> </ol>
<b>Chairman/ Member of the Committees of the Board across all other public Companies of which he is a Director as on 29<sup>th</sup> August, 2022</b>	<p><b>Skyweb Infotech Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination &amp; Remuneration Committee (Member)</li> </ul> <p><b>Optiemus Electronics Limited</b></p> <ul style="list-style-type: none"> <li>- Operations and Administration Committee (Chairman)</li> </ul>	<p><b>Optiemus Electronics Limited</b></p> <ul style="list-style-type: none"> <li>- Operations and Administration Committee (Member)</li> </ul>

<b>Name of Director</b>	<b>Mr. Neetesh Gupta</b>	<b>Mr. Ashok Gupta</b>
<b>Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)</b>	Last Remuneration: NIL Proposed Remuneration: NIL	Last Remuneration: 90 Lacs p.a. Proposed Remuneration: 90 Lacs p.a.
<b>Inter-se relationships between Directors</b>	Mr. Neetesh Gupta is son of Mr. Ashok Gupta, Executive Chairman of the Company. No relationship exist with any other Directors/KMP.	Mr. Ashok Gupta is father of Mr. Neetesh Gupta, Non-Executive Director of the Company. No relationship exist with any other Directors/KMP.
<b>No. of Board Meetings attended during the Financial year 2021-22</b>	4 out of 5	5 out of 5

**Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 in respect of Item No. 4 of the Notice is as follows:**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

The Company was incorporated on 17<sup>th</sup> June, 1993, in accordance with the provisions of Companies Act, 1956. The Company is engaged in diversified business and has 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:**

**₹ in Lacs**

<b>Particulars</b>	<b>Year ended on 31.03.2022</b>	<b>Year ended on 31.03.2021</b>	<b>Year ended on 31.03.2020</b>
<b>Continued Operations:</b>			
Total Revenue	47,285	28,081	30,849
Total Expenses	44,708	28,266	39,092
Profit before Exceptional & Extraordinary Items and Tax	2,577	(185)	(8,243)
Exceptional Items	-	-	-
Profit before tax	2,577	(185)	(8,243)
Profit after tax	1,853	(494)	(7,483)
<b>Discontinued Operations:</b>			
Profit Before Tax	-	10,753	764
Tax Expenses	-	(1,175)	(192)
Profit after tax	-	9,577	572
Profit for the year (Continued and Discontinued operations)	1,853	9,083	(6,866)
<b>Total Comprehensive Income</b>	<b>1,857</b>	<b>9,071</b>	<b>(6,844)</b>
<b>Earnings per equity share (Basic and Diluted)</b>			
Continued Operations	2	(1)	(9)
Discontinued Operations	2	11	1

**5. Foreign Investments or collaborations, if any**

During the F.Y. 2021-22, the Company has not made any foreign investment or collaborations. However, the Company has one overseas subsidiary viz. Optiemus Infracom (Singapore) Pte. Limited.

**II. INFORMATION ABOUT APPOINTEE / MANAGERIAL PERSONNEL**

Particulars	Ashok Gupta
<b>Background Details</b>	Mr. Ashok Gupta, Executive Chairman, is serving on the Board since January, 2009. He is a Graduate 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 is entrusted to him by the Directors. He is having a huge & knowledgeable experience of 42 years in Telecom Industry. Mr. Gupta has the excellent quality of entrepreneurship as well as involvement in top managerial related assignments.
<b>Past Remuneration (CTC for FY 2021-22)</b>	INR 90 Lacs There is no increase in remuneration during last three years.
<b>Recognition or awards</b>	None
<b>Job Profile and his suitability</b>	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.
<b>Remuneration proposed</b>	Proposed remuneration as per resolution set out under Item No. 4.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of position and person</b>	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the Managerial position and the credentials of Executive Chairman.
<b>Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any</b>	Mr. Ashok Gupta holds 57,54,894 Equity shares in the Company and is promoter of the Company. There is no inter-se relationship between the managerial personnel.

**III. OTHER INFORMATION**

a Reasons of inadequate Profit	Not Applicable, as the profits are adequate during the Financial Year 2021-22 and presently, the remuneration which is being paid to Mr. Ashok Gupta is within the limits specified under Section 197 of the Companies Act, 2013 (i.e. not more than 5% of the net profits of the Company).
b Steps taken or proposed to be taken for improvement	
c Expected increase in productivity and profits in measurable terms	

**IV. Disclosures:**

Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Financial Statements of the Company.

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM**

**The instructions for shareholders for e-voting are as under:**

(i) The voting period begins on Monday, September 26, 2022 at 9:00 A.M. IST and ends on Wednesday, September 28, 2022 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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***Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.***

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Optiemus Infracom Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail ID: [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) and to

the Company at the e-mail ID: [cs.vikas@optiemus.com](mailto:cs.vikas@optiemus.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by an e-mail to the RTA at their e-mail ID: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) and [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at [info@optiemus.com](mailto:info@optiemus.com) and [cs.vikas@optiemus.com](mailto:cs.vikas@optiemus.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number,

e-mail ID, mobile number at [info@optiemus.com](mailto:info@optiemus.com) and [cs.vikas@optiemus.com](mailto:cs.vikas@optiemus.com) . These queries will be replied to by the Company suitably by e-mail.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (xvii) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. August 26, 2022 may follow the same instructions as mentioned above for e-voting.
- (xviii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xix) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 22, 2022 and a person who is not a member as on a cut-off date should treat the Notice for information purpose only.
- (xx) Mr. Sumit Kumar, Practicing Company Secretary, having their office at 3393, 3<sup>rd</sup> Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxii) The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.optiemus.com](http://www.optiemus.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the concerned Stock Exchanges. The results of the voting along with the consolidated Scrutinizer's report will also be displayed at the Notice Board at the Registered Office of the Company.