

Ref. No. - OIL/CO/SE/2022-23/53

September 30, 2022

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

Sub: Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In furtherance to the proceedings of 29th Annual General Meeting ('AGM') of the Company held on Thursday, September 29, 2022 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means, submitted by the Company, please find enclosed herewith the following:

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

Kindly note that all the resolutions as set out in the Notice of 29th Annual General Meeting stand passed with requisite majority.

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

Thanking You,

Yours Faithfully,
For Optiemus Infracom Limited

Vikas
Chandra
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by Vikas
Chandra
Date: 2022.09.30
16:11:50 +05'30'

Vikas Chandra
Company Secretary & Compliance Officer

Enclosure: As above

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

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

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com

| General information about company | |
|---|---------------------------|
| Scrip code | 530135 |
| NSE Symbol | OPTIEMUS |
| MSEI Symbol | NOTLISTED |
| ISIN | INE350C01017 |
| Name of the company | OPTIEMUS INFRACOM LIMITED |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 29-09-2022 |
| Start time of the meeting | 11:10 AM |
| End time of the meeting | 11:52 AM |

Vikas
Chandra
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by Vikas Chandra
Date: 2022.09.30
18:04:20 +05'30'

| Scrutinizer Details | |
|---|-------------------------|
| Name of the Scrutinizer | SUMIT KUMAR |
| Firms Name | S.K. BATRA & ASSOCIATES |
| Qualification | CS |
| Membership Number | F7714 |
| Date of Board Meeting in which appointed | 29-08-2022 |
| Date of Issuance of Report to the company | 29-09-2022 |

| Voting results | |
|--|------------|
| Record date | 22-09-2022 |
| Total number of shareholders on record date | 15237 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 6 |
| b) Public | 52 |
| No. of resolution passed in the meeting | 7 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of Board of Directors and Auditors thereon | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 |
| Public- Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 | 0.0008 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 |
| Total | | 85814191 | 70786193 | 82.4877 | 70786141 | 52 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | To appoint a director in place of Mr. Neetesh Gupta (DIN: 00030782) who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 59085934 | 91.8903 | 59085934 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 59085934 | 91.8903 | 59085934 | 0 | 100 |
| Public- Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 | 0.0008 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 |
| Total | | 85814191 | 65571586 | 76.4111 | 65571534 | 52 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Textual Information(1) | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | Note: The Votes cast by Mr. Neetesh Gupta has been excluded as Item no. 2 is relating to his own appointment. |

| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of M/s. Mukesh Raj & Co., Chartered Accountants (Firm Registration No. 016693N) as Statutory Auditors of the Company for a second term of five consecutive years | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 |
| Public- Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485562 | 30.156 | 6484626 | 936 | 99.9856 | 0.0144 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485562 | 30.156 | 6484626 | 936 | 99.9856 |
| Total | | 85814191 | 70786103 | 82.4876 | 70785167 | 936 | 99.9987 | 0.0013 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Resolution(4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Ashok Gupta (DIN: 00277434), as a Whole-Time Director, designated as Executive Chairman of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 58545647 | 91.05 | 58545647 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 58545647 | 91.05 | 58545647 | 0 | 100 |
| Public- Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6484716 | 936 | 99.9856 | 0.0144 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6484716 | 936 | 99.9856 |
| Total | | 85814191 | 65031299 | 75.7815 | 65030363 | 936 | 99.9986 | 0.0014 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Textual Information(1) | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | Note: The Votes cast by Mr. Ashok Gupta has been excluded as Item no. 4 is relating to his own appointment. |

| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Alteration of Object Clause of Memorandum of Association of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 |
| Public-Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 | 0.0008 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6485600 | 52 | 99.9992 |
| Total | | 85814191 | 70786193 | 82.4877 | 70786141 | 52 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Resolution(6) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | 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 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 |
| Public-Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6484686 | 966 | 99.9851 | 0.0149 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6484686 | 966 | 99.9851 |
| Total | | 85814191 | 70786193 | 82.4877 | 70785227 | 966 | 99.9986 | 0.0014 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Resolution(7) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for increase in exercise period under Optimus Employee Stock Option Scheme – 2016 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 64300541 | 64300541 | 100 | 64300541 | 0 | 100 |
| Public- Institutions | E-Voting | 6959 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6959 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21506691 | 6485652 | 30.1564 | 6484686 | 966 | 99.9851 | 0.0149 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 21506691 | 6485652 | 30.1564 | 6484686 | 966 | 99.9851 |
| Total | | 85814191 | 70786193 | 82.4877 | 70785227 | 966 | 99.9986 | 0.0014 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Vikas
Chandra

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by Vikas Chandra
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S. K. BATRA & ASSOCIATES

Company Secretaries

IBBI Registered Valuer

Ph. 09873428930, 011-47532430

Email: skbatrapcs@gmail.com, info@skbatra.com

To

The Chairman

Optiemus Infracom Limited

K-20, 2nd Floor, Lajpat Nagar-II,

New Delhi-110024

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and E-voting at the 29th Annual General Meeting of Optiemus Infracom Limited held on 29th September, 2022 through VC / OAVM

Dear Sir,

We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by the members during the 29th Annual General Meeting of your Company held on Thursday, 29th September, 2022 through Video Conferencing ("VC") or other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you

Yours Sincerely

For S.K. Batra & Associates

Sumit
Kumar

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by Sumit Kumar
Date: 2022.09.29
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SUMIT KUMAR

SCRUTINIZER

C. P. NO. 8072

Date: 29th September, 2022

Place: New Delhi

UDIN: F007714D001083228

Peer Review Cert. No: 1130/2021

**SCRUTINIZER’S REPORT ON REMOTE E-VOTING & E-VOTING
DURING THE AGM OF OPTIEMUS INFRACOM LIMITED**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20
of the Companies (Management and Administration) Rules, 2014]*

| | |
|-----------------------------|---|
| Name of the Company | Optiemus Infracom Limited |
| Meeting | 29th Annual General Meeting |
| Day, Date & Time | Thursday, 29th September, 2022 at 11:00 A.M. |
| Deemed Venue | Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024 |
| Mode | Video Conferencing (VC)/Other Audio- Visual Means (OAVM) |

1. Appointment as Scrutinizer

Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the “Company”) on 29th August, 2022, I, Sumit Kumar, Practicing Company Secretary, holding Membership Number FCS 7714, was appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 29th Annual General Meeting (“AGM”) of the Equity Shareholders of Optiemus Infracom Limited held on Thursday, the 29th day of September, 2022 as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time. Our responsibility as a scrutinizer was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to MCA Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities & Exchange Board of India (“SEBI Circular”) for holding the AGM or other general meetings of the members through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), the advertisements were published in Financial Express, English (All Editions) and Jansatta, Hindi (Delhi Edition) Newspaper on 31st August, 2022 specifying the date and time of the AGM, availability of the Notice of the AGM along with the Annual Report 2021-22 on the Company’s website, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, and on the website of CDSL, manner of registration of e-mail IDs by the members (both physical and demat) who are yet to register their e-mail IDs with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Notice of AGM dated 29.08.2022, along with the Annual Report 2021-22 has been hosted on the website of the Company at www.optiemus.com under Investor Relations Section, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL at www.evotingindia.com.

2.3 The Company informed that the notice of 29th AGM dated 29.08.2022, along with the Annual Report 2021-22 was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date and those who have applied to register their e-mail IDs after the newspaper advertisement.

3. Cut-off Date

Voting Rights with respect to the agenda items were reckoned as on Thursday, 22nd September, 2022, being the cut-off date for the purpose of deciding the entitlement of the members for remote e-voting and e-voting during the AGM.

4. Remote e-voting Process

4.1 Agency

The Company engaged Central Depository Services (India) Limited (“CDSL”) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted at the 29th Annual General Meeting (“AGM”) of the Company, which was held on Thursday, the 29th day of September, 2022. CDSL had set up e-voting facility on their website at www.evotingindia.com.

4.2 Remote e-voting period

The e-voting facility was kept open from Monday, 26th September, 2022 (9:00 A.M. IST) to Wednesday, 28th September, 2022 (5:00 P.M. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

5.1 This AGM was being held pursuant to the MCA Circulars and SEBI circular through VC/OAVM, hence physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also not available for this AGM.

5.2 Members attending the AGM through VC / OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5.3 In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014,

for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer had access after the closure of the period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP, ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

6. Counting Process

6.1 At the end of the voting period on September 28, 2022 at 5:00 P.M. IST, the Voting Portal of the service provider was blocked forthwith. On September 29, 2022 after the completion of e-voting at the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny in the presence of two witnesses, who are not in the employment of the Company.

6.2 Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

7. Result

On the basis of scrutiny & review of remote e-voting and votes tendered therein based on the data downloaded from the e-voting website, the consolidated results with respect to the agenda items as set out in the Notice of Annual General Meeting dated 29th August, 2022 are enclosed herewith.

CONSOLIDATED RESULTS:**AGENDA ITEM NO.: 1 – ORDINARY BUSINESS BY ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of Board of Directors and Auditors thereon

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage % |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|-----------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | 108 | 70705431 | 4 | 80710 | 112 | 70786141 | 100 |
| Dissent | 11 | 52 | 0 | 0 | 11 | 52 | 0 |
| Total | 119 | 70705483 | 4 | 80710 | 123 | 70786193 | 100 |

AGENDA ITEM NO.: 2 – ORDINARY BUSINESS BY ORDINARY RESOLUTION

To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation, and being eligible, offers himself for re-appointment

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage % |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|-----------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | *107 | *65490824 | 4 | 80710 | 111 | 65571534 | 100 |
| Dissent | 11 | 52 | 0 | 0 | 11 | 52 | 0 |
| Total | 118 | 65490876 | 4 | 80710 | 122 | 65571586 | 100 |

Note: The Votes cast by Mr. Neetesh Gupta has been excluded as Item no. 2 is relating to his own appointment.

AGENDA ITEM NO.: 3 – ORDINARY BUSINESS BY ORDINARY RESOLUTION

Re-appointment of Statutory Auditors for a second term of five consecutive years

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage % |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|-----------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | 105 | 70704457 | 4 | 80710 | 109 | 70785167 | 100 |
| Dissent | 13 | 936 | 0 | 0 | 13 | 936 | 0 |
| Total | 118 | 70705393 | 4 | 80710 | 122 | 70786103 | 100 |

AGENDA ITEM NO.: 4 –SPECIAL BUSINESS BY SPECIAL RESOLUTION

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

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | *105 | *64949653 | 4 | 80710 | 109 | 65030363 | 100 |
| Dissent | 13 | 936 | 0 | 0 | 13 | 936 | 0 |
| Total | 118 | 64950589 | 4 | 80710 | 122 | 65031299 | 100 |

Note: The Votes cast by Mr. Ashok Gupta has been excluded as Item no. 4 is relating to his own appointment.

AGENDA ITEM NO.: 5 – SPECIAL BUSINESS BY SPECIAL RESOLUTION

Alteration of Object Clause of Memorandum of Association of the Company

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | 108 | 70705431 | 4 | 80710 | 112 | 70786141 | 100 |
| Dissent | 11 | 52 | 0 | 0 | 11 | 52 | 0 |
| Total | 119 | 70705483 | 4 | 80710 | 123 | 70786193 | 100 |

AGENDA ITEM NO.: 6 – SPECIAL BUSINESS BY SPECIAL RESOLUTION

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

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | 105 | 70704517 | 4 | 80710 | 109 | 70785227 | 100 |
| Dissent | 14 | 966 | 0 | 0 | 14 | 966 | 0 |
| Total | 119 | 70705483 | 4 | 80710 | 123 | 70786193 | 100 |

AGENDA ITEM NO.: 7 – SPECIAL BUSINESS BY SPECIAL RESOLUTION

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

| Particulars | Remote e-voting | | E-Voting at the AGM | | Total | | Percentage |
|--------------|-------------------|-----------------|---------------------|--------------|-------------------|-----------------|------------|
| | Number of Members | Votes | Number of Members | Votes | Number of Members | Votes | |
| Assent | 105 | 70704517 | 4 | 80710 | 109 | 70785227 | 100 |
| Dissent | 14 | 966 | 0 | 0 | 14 | 966 | 0 |
| Total | 119 | 70705483 | 4 | 80710 | 123 | 70786193 | 100 |

Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 7 in the Notice of the 29th AGM dated 29th August, 2022 have been passed with the requisite majority.

I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through Remote e-voting and E-voting done by the members of the Company at the Annual General Meeting. All relevant records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter, it will be handed to the Company Secretary of the Company or such other person who is authorized by the Board or by the Chairman of the meeting.

Thanking you,

Yours Sincerely
For S.K. Batra & Associates

Sumit
Kumar

Digitally signed
by Sumit Kumar
Date: 2022.09.29
20:02:47 +05'30'

SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN : F007714D001083228
Place : New Delhi
Date : 29th September, 2022
Peer Review Cert. No: 1130/2021

Counter Signed by

ASHOK
GUPTA

Digitally signed
by ASHOK GUPTA
Date: 2022.09.30
16:14:21 +05'30'

.....
Chairman of AGM of
Optiemus Infracom Limited



Witness 1: Siddhant Dhyani



Witness 2: Dheeraj Kumar