## **OPTIEMUS INFRACOM LIMITED**

## TRANSCRIPT OF EXTRA-ORDINARY GENERAL MEETING HELD ON SATURDAY, JANUARY 04, 2025

**Mr. Vikas Chandra:** Good Morning Dear Shareholders, Board of Directors, Auditors and Scrutinizer, who have joined us today, at the Extra-Ordinary General Meeting of Optiemus Infracom Limited being held through Video Conferencing or Other Audio Visual Mode.

My name is Vikas Chandra, Company Secretary & Compliance Officer of the Company, joined this EGM from the Corporate Office of the Company situated at Sector-63, Noida, Uttar Pradesh.

I extend a warm welcome to all of you at this EGM of the Company.

As per the provisions of Companies Act, 2013, Mr. Ashok Gupta, Executive Chairman of the Company, will take chair of this meeting.

Before commencing the official proceedings, I would like to inform all the shareholders about some important points:

- This EGM is being held through Video Conferencing or Other Audio Visual Means in compliance with the guidelines/circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Company has made all the efforts to enable all of you to participate in this EGM through virtual mode and vote electronically.
- The proceedings of this Extra-Ordinary General Meeting shall be deemed to have been conducted at the registered office of the Company situated at K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part- II, New Delhi.
- As required statutorily, the relevant documents referred to in this Notice and accompanying Explanatory Statement have been made available electronically for inspection by the Members during the EGM. If any Member is intending to inspect the same, he/she can refer the documents on the website of Company by visiting 'Shareholder & AGM Information' Tab. Documents shall be available for inspection till the conclusion of this EGM.
- All the members who have joined this meeting are by default placed on mute mode by the moderator, to avoid any disturbance from background to ensure smooth conduct of this meeting.

- Few shareholders have registered themselves as a speaker by sending their request to the Company in advance, to speak at this meeting. We thank them for the same.
  The Speakers shall be allowed to ask questions or express their views upon the commencement of Question Answer Session.
- Upon commencement of Question Answer Session, the name of the speaker will be announced one by one. The speaker shareholder, if present, will thereafter be unmuted by the moderator. If the Speaker will not be able to join through video mode for any other reason then, that speaker can also join through audio mode for asking their questions or express their views.
- The Speakers are advised to use headphones or earphones for clear Audio and switch off the other background applications.

Now, before I start the formal proceedings of this EGM, I shall take the pleasure to introduce you, the Directors on the Board of the Company and the Auditors of the Company who are attending this EGM through Video Conferencing or Other Audio Visual Means from their respective locations.

 Mr. Ashok Gupta, Whole time Director (designated as an Executive Chairman of the Company).

He has joined this EGM from Vasant Kunj, New Delhi.

Mr. Gupta is a Chairman of the Risk Management Committee, Operations & Administration Committee and Preferential Allotment Committee of the Company. He is also a member of Stakeholders Relationship Committee.

Mr. Naresh Kumar Jain, an Independent Director of the Company.
He has joined this EGM from Noida.

Mr. Jain is a Chairman of CSR Committee. He is also a member of Audit Committee and Nomination & Remuneration Committee.

Mr. Gauri Shankar, an Independent Director of the Company.
He has joined this EGM from Noida.

Mr. Gauri Shankar is a Chairman of the Audit Committee and a member of Nomination & Remuneration Committee and Risk Management Committee.

Mr. Rakesh Kumar Srivastava, an Independent Director of the Company.

He has joined this meeting from Kanpur.

Mr. Rakesh Kumar Srivastava is a Member of the Audit Committee and Corporate Social Responsibility Committee.

Ms. Ritu Goyal, an Independent Director of the Company.
She has joined this meeting from New Delhi.

Ms. Ritu Goyal is a Chairperson of Stakeholders Relationship Committee and Nomination & Remuneration Committee.

 Mr. Parveen Sharma, CFO of the Company, has joined this EGM from the Corporate Office of the Company situated in Noida.

Mr. Sharma is a member of Operations & Administration Committee and Preferential Allotment Committee.

• Mr. Neetesh Gupta, a Non-Executive Director of the Company, is unable to join this meeting due to his prior commitments.

We have also with us

- Mrs. Monika Goel, Partner of M/s. Mukesh Raj & Co., Statutory Auditors of the Company.
- Mr. Sumit Kumar, Proprietor of M/s. S.K. Batra & Associates, Secretarial Auditors of the Company.

Mr. Sumit Kumar, Practicing Company Secretary and Proprietor of S.K. Batra & Associates, has also been appointed by the Board of Directors as a Scrutinizer to scrutinize the fairness and transparency of e-voting process.

Now, I request Mr. Gupta, Executive Chairman of the Company, to conduct the proceedings further.

Mr. Ashok Gupta: Thank You Vikas!

Good Morning Everyone,

I welcome you all at this Extra-Ordinary General Meeting of the Company which is being conducted through Video Conferencing or Other Audio Visual Means in compliance with

the provisions of Companies Act, 2013 read with circulars issued by the Ministry of Corporate Affairs and SEBI.

I have been informed that the requisite quorum is present. Therefore, I call the Meeting to order.

The notice convening this EGM has already been circulated to the members of the Company through an e-mail dated 13<sup>th</sup> December, 2024, whose e-mail ids were available with the Company through the Registrar and Share Transfer Agent of the Company and Depository Participants and notice in this regard were also published in the newspapers.

Further, Corrigendum to the Notice of EGM to amend/modify the details mentioned in the explanatory statement in respect of Item No. 1 & 2 of the Notice of the EGM was sent to Members on 26<sup>th</sup> December, 2024.

The Notice of EGM along with Corrigendum is also available on the website of the Company and on the website of NSE and BSE.

With the permission of shareholders, I shall take the Notice of EGM along with its corrigendum as read.

At the end, I would like to express my gratitude to the Board Members, Employees, Shareholders, and Other Stakeholders for their continued faith & support in the Company.

We look forward to your support and guidance, as always, to take this Company to even greater heights.

Thank You for your continued trust in the Company!!

Now, I handover the proceedings to Mr. Vikas Chandra, Company Secretary.

Mr. Vikas Chandra: Thank You Sir!

Dear Shareholders,

With respect to passing of resolutions specified in the Notice of EGM, I would like to inform you that pursuant to the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility for voting by electronic means to all its members through the e-voting system of CDSL. The remote e-voting facility was provided to all the persons who were members on cut-off date, that is 28<sup>th</sup> December, 2024, to vote on all the resolutions set out in the notice of EGM. The remote e-voting facility for the shareholders was kept opened from January 01, 2025 (09:00 A.M. IST) to January 03, 2025 (05.00 P.M. IST). Member who

are attending this EGM today and who have not yet cast their vote by remote e-voting facility, are entitled to exercise their right to vote by e-voting during the EGM.

Even, after the conclusion of EGM, there will be a window of 15 minutes during which the members can vote with this feature.

Further, as informed earlier, Mr. Sumit Kumar, Proprietor of S.K. Batra & Associates, Practicing Company Secretaries, has been appointed by the Board as the Scrutinizer to scrutinize the remote e-voting facility and e-voting at the EGM.

Now, we will start the Question Answer Session for those shareholders who have registered themselves as Speakers for raising queries and questions at the EGM.

Before we go live with the Question Answer session, please note some important points for your convenience to ensure smooth interaction and participation.

Speakers are requested to unmute their microphone before speaking, and also enable web-cam, if they wish to appear on the video. Please state your name, Folio No. OR DPID, Client ID.

To enable all registered speaker to express their views or ask questions in the interest of time, I request the speaker shareholder to restrict their questions/express their views to 3 to 5 minutes.

Once you have asked your question, turnoff your camera and continue to watch the proceedings. I request the speaker shareholders to speak at their turn only, when their name will be announced.

I would request the moderator to facilitate the shareholders to speak at the meeting and raise their queries:

I request Mr. Ankur Chanda to turn on his video and proceed with the question.

Moderator: Mr. Ankur

Mr. Ankur Chanda: I am audible

**Moderator:** Yes, Please

**Mr. Ankur Chanda:** Good Morning to everyone. Sir theek hai chaliye, hamare results toh main dekh raha hu fluctuating hain, kabhi upar kabhi neeche. I don't know why, kyu aisa itna fluctuating aa rha hai. Theek hai lekin thoda sa aap log agar koi communication shareholder koi mail bhejta h toh uska reply CS Sahab ko kahiye ki reply bhi diya karein

kyuki theek hai chaliye maine abhi koi mail jyada nahi bheji lekin, ek aadhi mail jo bhi bheji hai. Speaker ka bhi nahi btate ki hum speaker hain bhi ya nahi hain. Toh matlab aap kam se kam ek itna chota sa kasht toh kar skte hain sir. Aap speaker ko bta dijiye baaki aap mujhe ye bataiyega ki road map kya hai hmara three years or hum kis tarah consistent profit mei aayenge, ye fluctuating nahi, kabhi upar kabhi minus mei, kbhi thoda hai kbhi jyada hai, toh ek consistent growth kab hmari bnegi, is baare mein btaiyega or CS Department ko kahiye ki thoda shareholder k saath mil k chalein toh acha Igta hai thoda sa. Dhanyawaad

## Mr. Ashok Gupta: Thank You Ankur Ji

Your point is well taken and very valid that it is the responsibility of ours to answer each and every e-mail through proper channel to the Shareholder. So Vikas, we have to take care of it carefully.

Mr. Vikas Chandra: Noted that. Yes, Sir

Mr. Ankur Chanda: Thankyou Sir Thankyou

Moderator: Vikas Ji, Next Shareholder

Mr. Vikas Chandra: 1 second, Yes, Praveen Kumar

Moderator: 1 minute sir

Mr. Vikas Chandra: Next, Ajay Kumar Jain

Moderator: Mr. Praveen Kumar ko mei le raha hu line par, wo hain, technical unko

problem aa rahi hai usmein.

Mr. Vikas Chandra: Ajay Kumar Jain ko lelete hain.

**Moderator:** 1 minute.Mr. Ajay Kumar Jain, Mr. Ajay, Mr. Ajay ji

Ajay ji apne aap ko unmute kijiye please. Ajay ji, Boliye aap unmute hain.

Mr. Vikas Chandra: Voice nahi aa rhi hai.

**Moderator:** Mai change kar raha hoon. Next bataiye sir.

Mr. Vikas Chandra: Rama Jain

Mr. Vikas Chandra: Next Ashok Kumar

**Moderator:** Rama Jain ji nahi hai present, exit kar gye voh.

Moderator: Mr. Ashok Kumar Jain

Mr. Ashok Kumar Jain: Hello awaaz aa rahi hai sir.

Moderator: Yes Sir, yes sir. Please

Mr. Ashok Kumar Jain: Ji Sir sabhi ko mera namaskar, main Ashok Kumar Jain DPID No.: 30011810242590, meeting ko sir Delhi se join kar raha hu aur Company Secretary Sahab aur Management team ko sabhi ko dhanyawad karna chahunga jo ache results pesh kar rahi h sir aur baaki sabhi resolution ko samarthan hai. Bas thoda ye janna chahta hu jo hum Preferential Issue and Convertible Warrant issue kar rahe h aur jo funds aayenge, hamari company mein kis prakar wo sahayata milegi jisse ki hamare share price aur hamein acha laabhash mil sake sir. Baki toh Company Secretary Sahab ka dhanyawad jinhone is portal pe judne k liye hume buht help karte rehte hain time to time aur I support all the resolutions and my good wishes for Happy New Year 2025. Thank You Sir

**Mr. Vikas Chandra:** Ashok Ji, mei dekhta hu, Mr. Ashok Gupta ji will answer your question.

**Moderator:** Vikas Ji, Rama Jain ji hai.

**Mr. Vikas Chandra:** Agar Ashok Gupta ji ka nai hai to mei inka answer de deta hu.

**Mr. Vikas Chandra:** Ashok Ji Thank you very much Ashok Gupta Ji ka technical reason se I think mujhe lagta hai wo portal nahi dikha raha hai, so mai aapko bata du ki Preferential Allotment se paisa aa raha hai warrants and equity k under mei, so we will use this funds as an expansion of the Company and the group company jo hamari subsidiaries hain we will invest this paisa/ fund for the growth of capital and CapEx for Working Capital, which will turn into more business. Ashok Gupta Ji aa gaye hai ek baar.

**Mr. Ashok Gupta:** Ji Jain Sahab. Thank you very much thoda technical glitch tha ye. Jo bhi paisa preferential share se aa raha hai wo jo bhi subsidiary hai unke ander time to time invest kiya jaayega for expansion and growth purpose. We are in a very fast pace industry in EMS and we have to be ready with the funds in advance so time to come we should not face any scarcity or we should not lose any opportunity, so that it is the basic reason for preferential share and this warrant & rest assure all the money will be used

diligently and intelligently in time for expansion purpose for the Company's welfare and better prospectus and growth.

Mr. Vikas Chandra: Rama Jain Ji ko lelijiye, Puneet Ji agar voh hai toh

Moderator: Rama Ji, apne aap ko unmute kijiye

Rama Jain: Hello. Am I audible?

**Moderator:** Yes yes

Rama Jain: Thank You Sir for calling my name. I Vimal Jain joining this meeting from Delhi and I am the joint holder with Rama Jain. She is my wife and good morning to the Chairman Sir, Board of Directors and the members joining this meeting. Thank you very much for calling my name and the reply has already been given by the Gupta Sir. This is regarding the issuance of the Preferential shares and the money we received in the Company. But now my Question raises is that the share price is going up and up. Shall we expect a bonus issue. It will be better for the small shareholders like me, if you give us a bonus issue also to the shareholders, toh Company k liye toh khair acha ho hi raha hai ki bhayi paisa bhi aayega aur bahar se paisa bhi bohot aajayega. But thoda bohot shareholders ko bhi dein ki bonus k roop me dein ya thoda sa mega dividend dein toh acha rahega aur koshish karein ki bhayi aage aane wale time mei isko lead bhi kiya jaye.

Thank you very much to the Company Secretary and his team for providing the link to me. Thankyou Sir.

**Mr. Ashok Gupta:** Thank you Vimal Ji thank you very much. Actually what you are saying, this is the desire for every shareholder and being a Company, it should be our effort ki hum jo bhi log kar sakein, not for the company, for the stakeholders, kyuki aap hain toh hum hain, aapse hi hum bante hain aur ek dusre ko milke hi saath chalna padta hai. We are in a growth pace, fastest pace and rest assure, as and when whatever aapne jo kaha aur jo aapne suggestion diye, jaise hi sahi samay hoga aur mai umeed karta hoon jald hi wo samay aayega toh hum aapki jo bhi recommendation hain usko dekhenge aur usko poora karne ki poori sambhav koshish karenge aisa mera aapko aashwasan hai. Dhanyawad

Moderator: So next shareholder, Mr. Praveen Kumar.

Praveen Ji, unmute kijiye apne aap ko.

Mr. Praveen Kumar: Hello. Audible sir?

Moderator: Yes Yes. Please

Mr. Ashok Gupta: Ji bilkul.

Mr. Praveen Kumar: A very very good morning to my respected chairperson, well decorated esteem Board of Director, my fellow shareholder. Myself Praveen Kumar joining this meeting from New Delhi. I have few observations which I love to share with the entire house, but before that this is the starting of the new year, so I wish the entire management team, each and every dedicated employee of our Company, a happy, healthy and prosperous new year. Coming down to my observation, sir due respect to my earlier speaker on healthy Q & A session. But yes I am with the company for more than a decade and I have greatest respect for this management. Gupta Ji God bless you. because when you took over the company earlier, it was like zero company to be very honest with you, but when you took over, change the name, change the business vertical, the growth everybody will see. And, it is the proactive approach for today's agenda which I truly welcome that yes you rightly said in your speech that our management is very very aggressive for growth to create job for India, to create wealth for retail investor like me and taking CSR activities to the next level to India, in a very very constructive way, so, this fund will be utilize to grab the opportunity because the world is so fast changing and I think that's truly wonderful for the management like yours sir, who are eager to grab the opportunity to create a great value for a retail investor like me and I whole heartedly support the resolution you set off for the notice today and yes, I love to thank our respected CFO, Mr. Parveen Sharma, our respected CS, Vikas Chandra Ji and his entire team for bringing out higher standard of Corporate Governance to the retail investor. Even during the course of year, if we have any update on the Company functioning and any corporate action by the Company, that will be timely replied to us that truly shows the management intention to welcome the retail investor, listen to the retail investor. The Company who listen to the retail investor and care for the retail investor, it was always a red carpet welcome for a retail investor like me, the Company will bound to grow in the future.

At the end, I just pray to the God that he will bless you with all the positivity so that you will take our company to the near height in the future. My best wishes to you and I am very very thankful to entire management team, entire secretarial team to give me this opportunity to share my view and observation. Thankyou Sir, God Bless You. Wish you all the luck and all the best.

**Mr. Ashok Gupta:** Thank you Praveen Ji for your very very motivated and positive thoughts and communication. And really, I appreciate without their suggestion, no company can grow. Because we are in a learning curve and kindly appreciate EMS industry at large, is at the centre of government focus not 100%, 1000% because of our Honourable Prime Minister vision to take this industry to 5 Billion US Dollar and EMS,

electronic industry including all verticals whether it is Telecom, whether it is wearable/hearable, whether it is, you can say IT Hardware, or mobile and any other electronic items. So the changing time is very fast, we don't want to leave any opportunity in this coming time, that's why we are arranging funds in advance and rest assured, we are very aggressive, we will show you, this is the starting point of our career, our company because we are not in a new era 2025-2030, you will see a very big growth prospectus with your company and this be our endeavour to do our best, to fulfil the mission and vision of all the stakeholders, including our people and we really need your suggestions and submissions and one more thing, I request all in my EGM, to all of my stakeholders that it is good to talk to you sometime in EGM. My humble request to all of my stakeholder, they should spare some time and fix an appointment and come and see. Seeing is believing, what we are talking, these are statements. Am I right? You can do, I can do that but that is not enough. You are the brand ambassador for the coming future and what you will see, you talk to your colleagues and your other shareholder, so I think, sometime you will spare your time. You are in Delhi, we are in Delhi, close to Delhi- Noida, please fix up a time. We welcome you and Thank you so very much.

Mr. Vikas Chandra: Mr. Jasmeet Singh is the last speaker we can have that.

Mr. Jasmeet Singh: Thank you moderator and Secretary Vikas Ji for unmuting myself and interact with Board today. Chairman Sir, as ever your words are really re-assuring of where we are heading, we share valuations naturally will fall in line with your vision and the steps which you are continuously taking. But I also say I will be very candid to say abhi jo hamare ko jo share valuations jo mili huyi hain, jahan pe hamare price to earnings k multiples 300 k aas pass hain. Yeh Bhut Badi zimmedari aapke kandhon pe dalta hai sir. Ye jo isko justify karna matlab jo hona, aapke shabad jo bol rahe hai na, mereko uski anubhuti ho rahi hai ki aane waale samay mei wakayi hume jo hai na bada hoga, kyuki abhi jo hamara market capitalization abhi 10,000 Crore ka nahi hai aur mere ko lagta hai ki aane waale 5 varsho mei hamara jo jiss tarah k aap jo ismei beej bo rahe hain jo aap kadam le rahe hain, ye 5 guna yahan se hote huye, koi baat nahi hai. Jis tarah se India grow kar rahi hai. Manniye Pradhan Mantri Ji ka jo vision hai aur jo aap uske prati jo hain seriousness k saath jo kadam le rahein hai. Sir ye jo resolutions aapne propose kiye hai ismei jo hai punji k prati aapne jo ugahi ka jo wo rakha hai ismei hamare jo shareholders ko bhi agar aap avsar pradan karte, ek chota sa right issue dekar at a very reasonable price, toh hum bhi jo hai na apne aap ko ek guaravanwit mehsus karte ki haanji hamne bhi kuch yogdaan diya aur ismei hamari bhi wealth ek create hoti. Bonus ki jahan tak baat hai bonus toh bohot acha hota hai lekin usmei saare share dilute ho jata hain. Hum bhi ye chahte hain ki hamari company jo h jis tarah se badi badi companies k share 5 figures mein hote hain hmare bhi 5 figure mein hamare ko nazar aaye hain. 4 figure toh kabhi bhi ho jayega lekin 5 figure ko touch karna wo jo hai usmein fir bonus ka koi role nahi hoga. Wo aapko jo hai na usko continuously jo hai na wo karna padega. Abhi sir ye jo

chautha resolution hai jismei ki hamari subsidiary k saath hi aap jo hai ek vinmay karne ka aapne prastav rakha hai toh wo uske prati mai jo mai aapse thoda sa jaankari lena chahunga ki ye jo company jo hai ye hamari subsidiary hai aur agar ho sake toh isko bhi aap consider kijiye iske bhi share, bohot saare jo hamare udharan industry mein, hamare bharat k usmein, corporate k itihaas mein jo hai wo mauzood hai, jahan par subsidiaries ke shares jo hai wo pehle hi abandon kiye gaye or taki or aage jaane k liye samay k saath bohot bada jo ek hai nai wealth create kiya gaya, shareholders k liye. Toh ek aap jo hai hamare ko ek naye varsh mein ek aashvasan hi nahi ek jo hai na protsahan ye dekar, ismei jo hai na employees ko bhi milenge. Employees jo hai na wo jyada lagan se kaam karenge kyu ki unko bhi pata hai ki aane waale samay mein ye company jo hai ye subsidiary ye bohot bada ek roop apna le apna scale ek create kar sakti hai. Baaki kehne ko toh sir main bohot keh sakta hu, Vikas Ji ne bola tha 5 minute tak simit karna. Main yahin par hi apni vaani ko viraam deta hu or jo naye varsh ka jo hai jo agaas hua hai ismei aap jo hai buht ache ache results leke aayein. Swasth rahein or hum sab jo hain tarakki karein. Inhi shabdo k saath main aur mere shabdo k jo anshdhari hain aapke saare resolutions jo hai unka samarthan karte hain. Namaskar or aapne jo milne ka jo baat ki hai, mai naturally main ek meeting set karke main aapse ab milne ka bhi hum, jo February k month mein hum aapse milna chahenge. Aap agar thoda samay nikalenge toh hame acha lagega. Dhanyawaad.

Mr. Ashok Gupta: Thank you Jasmeet Ji, You have given me a big task, so you have motivated me. As you rightly said ye jo subsidiary hai, ye individual business vertical hai kyuki business jo hai kayi cheezon se panch tatvo se milke banta hai toh agar hum electronic industry mein hain toh humein supply chain, component or other cheezon mein bhi focus karna pdega taaki company upar jaake bada ban sake toh ek example jo aapne diya, jo bhi task hai we are like a bamboo tree jo aaj dekh rahe hai aap aur aage aane wale samay mein dekhenge, jo growth pattern dekhenge jo main samajhta hoon aur dekhta hoon, it will be same like how a bamboo tree grows. So we are in an initial stage. We are building, creating jo bhi gaps hai, jo bhi cheizein, opportunity hai unko hum tie up karne ki kosish kar rahe hain and it is our responsibility aur jo aapne subsidiaries k baare mein kaha hai main Company Secretary Vikas Ji ko request karunga ki hum company k saath saath apne shareholders k liye bhi kya kar sakte hai, uske baare mein bhi hamein sochna chahiye aur sochna hi nahi, ye hamari responsibility bhi banti hai. Toh thank you very much, aapne hamari baat achi tarah se samjhi aur February mein main aapse jarur milunga, aisa mera aapko aashwasan nahi, commitment hai. Thank you very much.

Mr. Jasmeet Singh: Thankyou sir

**Mr. Vikas Chandra:** Thank You Everyone for raising your concerns and expressing your views.

With this, now, we conclude the Question Answer session.

As informed earlier, the Shareholders attending this EGM today through Video Conferencing and Other Audio Visual means, who have not yet cast their vote by remote e-voting facility may cast their vote now on the e-voting platform.

The results of e-voting will be declared within 2 working days from the conclusion of this Extra-Ordinary General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately. The Company shall simultaneously submit the results to NSE and BSE, where the shares of the Company are listed.

At the end, on behalf of the Board of Directors, I convey my sincere thanks to all of you for attending and participating in this Meeting.

I also give vote of thanks to Mr. Ashok Gupta, Chairman of this EGM, Board of Directors and Auditors for their participation in this EGM.

Now, the shareholders will be given 15 minutes' time for e-voting. I hereby declare the proceedings of EGM as closed.

Thank You