



## OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086

Registered Office: K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-II, New Delhi -110024

Corporate Office: D-348, Sector-63, Noida, U.P.-201307

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### NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of **OPTIEMUS INFRACOM LIMITED** (the “Company”) will be held on **Saturday, the 4<sup>th</sup> January, 2025**, at 11:30 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, 2<sup>nd</sup> Floor, Lajpat Nagar-II, New Delhi-110024, shall be deemed as venue of the meeting.

#### **SPECIAL BUSINESS:**

**1. Issuance of up to 21,85,884 Equity shares to the persons belonging to the ‘Non-Promoter’ Category on Preferential Basis**

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited, the stock exchanges where the equity shares of the Company are listed (collectively “**Stock Exchanges**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded

to the Board to create, issue, offer and allot, on a preferential basis **21,85,884 (Twenty-One Lakh Eighty-Five Thousand Eight Hundred and Eighty Four)** Equity shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) for cash, at an issue price of **Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only)** per equity share (including premium of Rs. 662.25/- per equity share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 146,94,60,519 /- (Rupees One Hundred Forty-Six Crore Ninety-Four Lakh Sixty Thousand Five Hundred and Nineteen Only)**, on such terms and conditions and in such manner as may be finalized by the Board, to the below mentioned persons/entities belonging to the ‘**Non-Promoter**’ category (“**Proposed Allottees**”) in the manner as follows:

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)	Amount in Rupees (up to)
1.	JM Financial Mutual Fund	Non-Promoter	8,90,000	59,83,02,500
2.	Dymon Asia Multi-strategy Investment (Singapore) Pte. Ltd.	Non-Promoter	7,45,000	50,08,26,250
3.	Bandhan Innovation Fund	Non-Promoter	1,33,876	8,99,98,141
4.	Bandhan Small Cap Fund	Non-Promoter	3,57,008	23,99,98,628
5.	Finavenue Capital Trust - Finavenue Growth Fund	Non-Promoter	60,000	4,03,35,000
<b>Total</b>			<b>21,85,884</b>	<b>146,94,60,519</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, December 05, 2024**, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled on Saturday, January 04, 2025.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE, BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

- f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**2. Issuance of up to 42,76,106 Fully Convertible Warrants to the persons belonging to the ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category on Preferential Basis**

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited, the stock exchanges where the equity shares of the Company are listed (collectively “**Stock Exchanges**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **42,76,106 (Forty-Two Lakh Seventy-Six Thousand One Hundred and Six) Fully Convertible Warrants (“Warrants”)** at an issue price of **Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty Five Paise Only)** per warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, for cash, for an aggregate amount of **up to Rs. 287,46,12,258.50/- (Rupees Two Hundred Eighty-Seven Crore Forty Six Lakh Twelve Thousand Two Hundred Fifty Eight and Fifty Paise Only)**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons belonging to the ‘Promoter & Promoter Group’ and ‘Non-Promoter’ category (“**Proposed Allottees**”) in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category (Promoter & Promoter Group/ Non-Promoter)	No. of Warrants to be allotted (up to)	Amount in Rupees (up to)
1.	Renu Gupta	Promoter & Promoter Group	5,00,000	33,61,25,000.00

2.	Rinku Mittal	Non-Promoter	5,00,000	33,61,25,000.00
3.	Arunima Mittal	Non-Promoter	5,00,000	33,61,25,000.00
4.	Nexta Enterprises LLP	Non-Promoter	5,00,000	33,61,25,000.00
5.	Marwadi Chandarana Enterprise LLP	Non-Promoter	1,00,000	6,72,25,000.00
6.	Stern Global Fund VCC -Stern Multi Strategy Fund	Non-Promoter	3,00,000	20,16,75,000.00
7.	JM Financial Products Limited	Non-Promoter	2,97,550	20,00,27,987.50
8.	Jalan Chemical Industries Private Limited	Non-Promoter	2,40,000	16,13,40,000.00
9.	Intellect Money Finvest Private Limited	Non-Promoter	97,000	6,52,08,250.00
10.	Veetrage Infratech Private Limited	Non-Promoter	60,000	4,03,35,000.00
11.	Anjali Anil Jain	Non-Promoter	44,500	2,99,15,125.00
12.	Sushila Devi	Non-Promoter	45,000	3,02,51,250.00
13.	RajKumar Damani	Non-Promoter	37,500	2,52,09,375.00
14.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-Promoter	30,000	2,01,67,500.00
15.	Knockta DealComm Private Limited	Non-Promoter	29,750	1,99,99,437.50
16.	Binodini Vyapaar Private Limited	Non-Promoter	29,750	1,99,99,437.50
17.	Wallfort Steel and Power Private Limited	Non-Promoter	29,750	1,99,99,437.50
18.	Shri Bajrang Power And Ispat Limited	Non-Promoter	30,000	2,01,67,500.00
19.	Dimpal Abhinandan Jain	Non-Promoter	25,000	1,68,06,250.00
20.	Tanmay Goyal	Non-Promoter	22,500	1,51,25,625.00
21.	Niti Bothra	Non-Promoter	20,000	1,34,45,000.00
22.	Chandmal Totla	Non-Promoter	15,000	1,00,83,750.00
23.	Suman Gandhi	Non-Promoter	15,000	1,00,83,750.00
24.	Keshav Realtors Private Limited	Non-Promoter	15,000	1,00,83,750.00
25.	Indramal Shuklachand Jain	Non-Promoter	15,000	1,00,83,750.00
26.	Vedant Krishnagopal Biyani	Non-Promoter	15,000	1,00,83,750.00
27.	Ronak Pradeep Jain	Non-Promoter	15,000	1,00,83,750.00
28.	Pushpa L Kabra	Non-Promoter	11,000	73,94,750.00
29.	Shashvat Singhania	Non-Promoter	15,000	1,00,83,750.00
30.	Sabjot Singh Sahni	Non-Promoter	15,000	1,00,83,750.00
31.	Santosh Luv Kumar Jain	Non-Promoter	15,000	1,00,83,750.00
32.	Relcon Forex Private Limited	Non-Promoter	15,000	1,00,83,750.00
33.	Kaviraj Securities Private Limited	Non-Promoter	15,000	1,00,83,750.00
34.	Biyani Kamalkishor Ramkisan	Non-Promoter	15,000	1,00,83,750.00

35.	Suom Irrigation Private Limited	Non-Promoter	30,075	2,02,17,918.75
36.	Vinod Kanodia HUF	Non-Promoter	15,000	1,00,83,750.00
37.	Vijender Singh Chauhan	Non-Promoter	30,000	2,01,67,500.00
38.	Sonia Gurucharan Bhandhari	Non-Promoter	14,881	1,00,03,752.25
39.	Urmil Vadilal Dedhia	Non-Promoter	15,000	1,00,83,750.00
40.	Rekha Rani	Non-Promoter	14,000	94,11,500.00
41.	Vipin Chauhan	Non-Promoter	12,000	80,67,000.00
42.	Hemant Kumar	Non-Promoter	10,000	67,22,500.00
43.	Meeta Arora	Non-Promoter	10,000	67,22,500.00
44.	Gururaj A	Non-Promoter	10,000	67,22,500.00
45.	Ishan Goyal	Non-Promoter	7,500	50,41,875.00
46.	Rohan Goyal	Non-Promoter	7,500	50,41,875.00
47.	Renu Agarwal	Non-Promoter	7,500	50,41,875.00
48.	Anshul Rahul Dalmia	Non-Promoter	7,500	50,41,875.00
49.	Neetu Mittal	Non-Promoter	7,500	50,41,875.00
50.	Manish Raj	Non-Promoter	7,500	50,41,875.00
51.	Vikas Chandra	Non-Promoter	5,000	33,61,250.00
52.	Kunal Agrawal	Non-Promoter	5,000	33,61,250.00
53.	Parimal Rai	Non-Promoter	5,000	33,61,250.00
54.	Anil Kumar Rawal	Non-Promoter	5,000	33,61,250.00
55.	Gayatri Bhardwaj	Non-Promoter	5,000	33,61,250.00
56.	Dharam Chand Jain	Non-Promoter	5,000	33,61,250.00
57.	Shefali Shelat	Non-Promoter	5,000	33,61,250.00
58.	Aaditya Sharma	Non-Promoter	5,000	33,61,250.00
59.	Roseleen Sharma	Non-Promoter	5,000	33,61,250.00
60.	Shweta Agrawal	Non-Promoter	4,000	26,89,000.00
61.	Simrat Kaur	Non-Promoter	3,000	20,16,750.00
62.	Gaurav Goel	Non-Promoter	3,000	20,16,750.00
63.	Santosh Kumar Nair	Non-Promoter	3,000	20,16,750.00
64.	Sachin Garg (HUF)	Non-Promoter	2,500	16,80,625.00
65.	Satya Narain Garg (HUF)	Non-Promoter	2,500	16,80,625.00
66.	Rajwanti Garg	Non-Promoter	2,500	16,80,625.00
67.	Saroj Goel	Non-Promoter	2,500	16,80,625.00
68.	Rohit Pathak	Non-Promoter	2,000	13,44,500.00
69.	Arunkumar Ramlaubhaya Kochhar	Non-Promoter	2,000	13,44,500.00
70.	Harpreet Singh Kalra	Non-Promoter	1,000	6,72,250.00
71.	Nikhil Kedarnath Chandak	Non-Promoter	7,250	48,73,812.50
72.	Nishtha Jain	Non-Promoter	10,000	67,22,500.00
73.	Prateek Dabas	Non-Promoter	7,500	50,41,875.00
74.	Renu Agarwal	Non-Promoter	6,000	40,33,500.00
75.	Rubi	Non-Promoter	5,000	33,61,250.00
76.	Nishtha Overseas Private Limited	Non-Promoter	40,000	2,68,90,000.00
77.	Trade Air LLP	Non-Promoter	1,50,000	10,08,37,500.00
78.	Amit K Dhangji	Non-Promoter	29,700	1,99,65,825.00
79.	VinodChandra L Patel	Non-Promoter	7,400	49,74,650.00

80.	Shashiben Chimanlal Agarwal	Non-Promoter	75,000	5,04,18,750.00
81.	Utpala Priyadarshini	Non-Promoter	10,000	67,22,500.00
82.	Sakshi Batra	Non-Promoter	5,000	33,61,250.00
83.	Anita Anil Bubna	Non-Promoter	15,000	1,00,83,750.00
<b>Total</b>			<b>42,76,106</b>	<b>2,87,46,12,258.50</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, December 05, 2024**, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled on Saturday, January 04, 2025.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the “**Warrant Exercise Period**”).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum

application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**3. Approval for entering into material related party transactions with Bharat Innovative Glass Technologies Private Limited, Subsidiary Company**

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and dealing with Related Party Transactions” and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee constituted by the Board to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with respect to giving guarantees/providing securities to State Bank of India (“Bank”) on behalf of Bharat Innovative Glass Technologies Private Limited (“**BIGTech**”), a Subsidiary Company, related party, for securing the credit facilities availed/to be availed by BIGTech from the Bank, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or Rs. 1000 Crores, whichever is lower, as stipulated under Regulation 23 of SEBI Listing Regulations or as may be amended from time to time, provided that the aggregate value of such transactions shall not at any time exceed Rs. 447 Crores and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to this resolution.



**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to above resolution and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings etc. as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

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

**Sd/-  
Vikas Chandra  
Company Secretary & Compliance Officer**

**Place: Noida  
Date: December 12, 2024**

## NOTES:

1. Pursuant to the Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, followed by Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (herein collectively referred to as “**MCA Circulars**”) and the relaxation provided by SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter referred to as “**SEBI Circular**”), it is permitted to convene the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue, therefore, this EGM is being held through VC / 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 to be a member of the Company. Since this EGM 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 EGM 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 EGM through VC / OAVM and participate there at and cast their votes through e-Voting.
3. **Dispatch of Notice of EGM through electronic mode:**

In compliance with MCA Circulars and SEBI Circulars, Notice of this EGM 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 (06.12.2024). Members may please note that the Notice of EGM will also be available on the Company’s website at [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. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) together with the rules made thereunder relating to the Special businesses to be transacted at the EGM as mentioned under Item No. 1 to 3, is annexed hereto as **Annexure-1**.
5. 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 EGM 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).
6. The relevant documents referred to in this Notice and accompanying Explanatory Statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of Extra Ordinary General Meeting.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders attending the EGM, 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.

9. 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.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with 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 EGM will be provided by CDSL. The detailed instructions for e-Voting and joining the EGM through VC / OAVM are annexed to this Notice.
11. The e-Voting shall commence on Wednesday, January 01, 2025 at 9:00 A.M. (IST) and shall remain open till Friday, January 03, 2025 at 5:00 P.M. (IST). Members holding shares either in physical form or in dematerialized form, as on Saturday, December 28, 2024 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 at the EGM 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 EGM.
12. 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.
13. The voting results 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. The results shall also be forwarded to the Stock Exchanges (NSE and BSE), where the shares of the Company are listed.
14. The recorded transcript of the ensuing EGM to be held on January 04, 2025, shall also be made available on the website of the Company, as soon as possible after the meeting is over.
15. Since this EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
16. 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.

## INSTRUCTIONS FOR E-VOTING AND JOINING THE VIRTUAL EGM

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

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

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

- (i) The voting period will begin on Wednesday, January 01, 2025 at 9:00 A.M. (IST) and will end on Friday, January 04, 2024 at 5:00 P.M. (IST). During this period, shareholders' of the Company as on the cut-off date (record date) i.e. Saturday, December 28, 2024, holding shares either in physical form or in dematerialized form, 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 9, 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) 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. 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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> .</li> <li>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</li> </ol>

	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 & voting during the meeting.
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.

**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 21 09911.
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: 022 - 4886 7000 and 022 - 2499 7000.

**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 at [www.evotingindia.com](http://www.evotingindia.com) .
2. Click on "Shareholders" module.
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. Shareholders 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, as 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)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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.  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).

- (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 Optimus 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 login 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) There is also an optional provision to upload Board Resolution / Power of Attorney, if any, which will be made available to scrutinizer for verification.

(xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution or Power of Attorney, 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(s) (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 EGM & 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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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 at toll free no. 1800 21 09911.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM 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 EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 or queries 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 EGM 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 EGM 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 EGM.
11. If any votes are cast by the shareholders through the e-Voting available during the EGM 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.

- (xviii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. December 28, 2024 may follow the same instructions as mentioned above for e-Voting.
- (xix) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xx) 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 December 28, 2024 and a person who is not a member as on cut-off date should treat the Notice for information purpose only.
- (xxi) 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.
- (xxii) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the company. The Scrutinizer thereafter shall submit his Report after completion of his scrutiny to the Chairman or a person authorized by him in writing who shall countersign the same. The result of the voting will be announced within 2 working days of conclusion of meeting.
- (xxiii) The results declared along with the consolidated 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 [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.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act” (“Act”), the following explanatory statement sets out all material facts relating to the *Special Business* mentioned under Item No. 1 to 3 of the accompanying Notice:

**Item No. 1 & 2: Issuance of up to 21,85,884 Equity Shares and up to 42,76,106 Equity Shares and Fully Convertible Warrants to the persons belonging to the ‘Promoter & Promoter Group’ and ‘Non-Promoter’ Category on a Preferential Basis**

The *Special Resolution* contained under Item No. 1 & 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. up to 21,85,884 (Twenty-One Lakh Eighty-Five Thousand Eight Hundred and Eighty Four) Equity Shares having face value of Rs. 10/- each (“**Equity Shares**”) of the Company, at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only) per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 1,46,94,60,519.00/- (Rupees One Hundred Forty-Six Crore Ninety-Four Lakh Sixty Thousand Five Hundred and Nineteen Only), to certain persons belonging to “Non-Promoter” category;
2. up to 42,76,106 (Forty-Two Lakh Seventy-Six Thousand One Hundred and Six) Fully Convertible Warrants (“**Warrants**”), at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only) per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each- aggregating up to Rs. 2,87,46,12,258.50/- (Rupees Two Hundred Eighty-Seven Crore Forty Six Lakh Twelve Thousand Two Hundred Fifty Eight and Fifty Paise Only) to certain persons belonging to the “Promoter & Promoter Group” & “Non-Promoter” category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Thursday, December 12, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42 and 62(1)(c) of the Act, read with the rules made thereunder and Regulation 160 of the SEBI ICDR, Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

## I. Objects of the Preferential Issue

For the purpose of Item No. 1 to 3, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants towards the following objects:

1. To subscribe to the Equity Shares/ Quasi Equity of Optiemus Electronics Limited, GDN Enterprises Private Limited, Optiemus Unmanned Systems Private Limited and Bharat Innovative Glass Technologies Private Limited, Subsidiaries of the Company. The funds raised shall be utilized by these subsidiaries for their capital expenditure and/ or working capital requirements;
2. To meet working capital requirements of the Company; and
3. For General Corporate Purposes.

(Hereinafter collectively referred to as “Objects”)

### Utilization of Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To subscribe to the Equity Shares/ Quasi Equity of Optiemus Electronics Limited, GDN Enterprises Private Limited, Optiemus Unmanned Systems Private Limited and Bharat Innovative Glass Technologies Private Limited, Subsidiaries of the Company. The funds raised shall be utilized by these subsidiaries for their capital expenditure and/ or working capital requirements; and	30,408.51	On or before March 31, 2027
2	To meet working capital requirements of the Company	2,172.04	On or before December 31, 2026
3	For General Corporate Purposes	10,860.18	On or before December 31, 2026
<b>Total</b>		<b>43,440.73</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

### Note:

1. All decimals have been rounded off to two decimal points.
2. In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

## **Schedule of Implementation and Deployment of Funds**

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares and Warrants, within 18 (Eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by March 31, 2027.

### **Interim Use of Proceeds**

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

## **II. Monitoring of Utilization of Funds**

Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint Monitoring Agency to monitor the use of the proceeds of this Preferential Issue.

## **III. Particulars of the offer including date of passing of Board Resolution, kind of securities offered, maximum number of specified securities to be issued:**

The Board of Directors of the Company at their meeting held on **Thursday, December 12, 2024**, had, subject to approval of the members of the Company ("**members**") and such other approvals as may be required, approved the issue of **up to 21,85,884 (Twenty-One Lakh Eighty-Five Thousand Eight Hundred and Eighty Four) Equity Shares** having face value of Rs.10/- each of the Company to certain persons belonging to "Non-Promoter" category and **up to 42,76,106 (Forty-Two Lakh Seventy-Six Thousand One Hundred and Six) Fully Convertible Warrants**, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs.10/- each, to the certain persons belonging to the "Promoter & Promoter Group" & "Non-Promoter" category, at an issue price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

**IV. The intent of the promoters, directors, key management personnel or senior management of the issuer to subscribe to the offer.**

Except as follows, none of the Promoters, Directors, Key Management Personnel (“KMP”) or Senior Management of the Issuer intent to subscribe to the offer under Item No. 1 & 2:

S. No.	Name	Category	Type of Security	Number of Warrants
1	Renu Gupta	Promoter & Promoter Group	Warrants	5,00,000
2	Vikas Chandra (KMP)	Non-Promoter	Warrants	5,000

**V. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue to ‘Promoter and Promoter Group’ and ‘Non-Promoter’ category is likely to be as follows:

Category	Pre issue Shareholding Structure (1)		Equity Shares to be allotted	Post Equity Allotment (2)*		Warrants to be allotted (3)	Post Issue Shareholding Structure (4)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>								
(1) Indian								
(a) Individuals & HUF	2,55,62,041	29.77	0	2,55,62,041	29.03	5,00,000	2,60,62,041	28.23
(b) Bodies Corporate	3,87,38,500	45.12	0	3,87,38,500	44.00	-	3,87,38,500	41.96
<b>Sub Total (A)(1)</b>	<b>6,43,00,541</b>	<b>74.89</b>	<b>0</b>	<b>6,43,00,541</b>	<b>73.03</b>	<b>5,00,000</b>	<b>6,48,00,541</b>	<b>70.19</b>
(2) Foreign promoters	0	0.00	0	0	0.00	0	0	0.00
<b>Total Promoter shareholding A=A1 +A2</b>	<b>6,43,00,541</b>	<b>74.89</b>	<b>0</b>	<b>6,43,00,541</b>	<b>73.03</b>	<b>5,00,000</b>	<b>6,48,00,541</b>	<b>70.19</b>
<b>(B) Public Shareholding</b>								
B1) Institutional Investors	6,80,117	0.79	21,85,884	28,66,001	3.26	3,30,000	31,96,001	3.46
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00	0	0	0.00
B3) Non-Institutional Investors	0	0.00	0	0	0.00	0	0	0.00
Individuals	1,32,18,492	15.40	0	1,32,18,492	15.01	17,47,231	1,49,65,723	16.21
Body Corporate	62,42,874	7.27	0	62,42,874	7.09	9,28,875	71,71,749	7.77
Others (Including	14,15,167	1.65	0	14,15,167	1.61	7,70,000	21,85,167	2.37

HUF, LLP & NRI)								
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>2,15,56,650</b>	<b>25.11</b>	<b>21,85,884</b>	<b>2,37,42,534</b>	<b>26.97</b>	<b>37,76,106</b>	<b>2,75,18,640</b>	<b>29.81</b>
C) Non-Promoter – Non-Public	0	0.00	0	0	0.00	0	0	0.00
<b>Grand Total (A+B+C)</b>	<b>8,58,57,191</b>	<b>100.00</b>	<b>21,85,884</b>	<b>8,80,43,075</b>	<b>100.00</b>	<b>42,76,106</b>	<b>9,23,19,181</b>	<b>100.00</b>

(\*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 88,04,30,750 (Rupees Eighty Eight Crore Four Lakh Thirty Thousand Seven Hundred and Fifty Only) divided into 8,80,43,075 (Eight Crore Eighty Lakh Forty Three Thousand and Seventy Five) Equity Shares of face value of Rs. 10/ (Rupees Ten Only) each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 92,31,91,810 (Rupees Ninety Two Crore Thirty One Lakh Ninety One Thousand Eight Hundred and Ten Only) divided into 9,23,19,181 (Nine Crore Twenty Three Lakh Nineteen Thousand One Hundred and Eighty One) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. 6<sup>th</sup> December, 2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

**VI. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions under Item No. 1 & 2.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not Applicable, since the Company has not made preferential issue of any Security during the year.

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Renu Gupta	Promoter & Promoter Group	Kindly refer note
2.	JM Financial Mutual Fund	Non-Promoter	Not Applicable
3.	Dymon Asia Multi-strategy Investment (Singapore) Pte. Ltd.	Non-Promoter	Mr. Yong Ming Chong
4.	Bandhan Innovation Fund	Non-Promoter	Not Applicable
5.	Bandhan Small Cap Fund	Non-Promoter	Not Applicable
6.	Finavenue Capital Trust - Finavenue Growth Fund	Non-Promoter	1. Mr. Vinod Kumar Lodha 2. Mrs. Aakriti Anant Shrishrimal 3. Mr. Arpit Parekh 4. Mr. Naresh Kumar Bhargava
7.	Rinku Mittal	Non-Promoter	Kindly refer note
8.	Arunima Mittal	Non-Promoter	Kindly refer note
9.	Nexta Enterprises LLP	Non-Promoter	1. Hardik Mahendrabhai Shah 2. Geeta Chetan Shah
10.	Marwadi Chandarana Enterprise LLP	Non-Promoter	1. Sandip Harkishan Marwadi 2. Deven Harkishan Marwadi 3. Chandarana Charulata Nishit
11.	Stern Global Fund VCC -Stern Multi Strategy Fund	Non-Promoter	Not Applicable
12.	JM Financial Products Limited	Non-Promoter	Mr. Nimesh Kampani
13.	Jalan Chemical Industries Private Limited	Non-Promoter	Mr. Rajesh Jain
14.	Intellect Money Finvest Private Limited	Non-Promoter	Mr. Sandeep Jindal
15.	Veetragi Infratech Private Limited	Non-Promoter	Ms. Anita Jain
16.	Anjali Anil Jain	Non-Promoter	Kindly refer note
17.	SushilaDevi	Non-Promoter	Kindly refer note
18.	RajKumar Damani	Non-Promoter	Kindly refer note
19.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-Promoter	Mr. Ali Baqer Issam
20.	Knockta DealComm Private Limited	Non-Promoter	1. Mr. Anil Gulabchand Jain 2. Mr. Rishabh Golchha
21.	Binodini Vyapaar Private Limited	Non-Promoter	1. Mr. Anil Gulabchand Jain 2. Mr. Rishabh Golchha
22.	Wallfort Steel and Power Private Limited	Non-Promoter	1. Mr. Anil Gulabchand Jain 2. Mr. Rishabh Golchha
23.	Shri Bajrang Power And Ispat Limited	Non-Promoter	Mr. Narendra Goel
24.	Dimpal Abhinandan Jain	Non-Promoter	Kindly refer note
25.	Tanmay Goyal	Non-Promoter	Kindly refer note
26.	Niti Bothra	Non-Promoter	Kindly refer note
27.	Chandmal Totla	Non-Promoter	Kindly refer note



28.	Suman Gandhi	Non-Promoter	Kindly refer note
29.	Keshav Realtors Private Limited	Non-Promoter	1. Mr. Yogesh Bathia 2. Ms. Feny Bathia
30.	Indramal Shuklachand Jain	Non-Promoter	Kindly refer note
31.	Vedant Krishnagopal Biyani	Non-Promoter	Kindly refer note
32.	Ronak Pradeep Jain	Non-Promoter	Kindly refer note
33.	Pushpa L Kabra	Non-Promoter	Kindly refer note
34.	Shashvat Singhania	Non-Promoter	Kindly refer note
35.	Sabjot Singh Sahni	Non-Promoter	Kindly refer note
36.	Santosh Luv Kumar Jain	Non-Promoter	Kindly refer note
37.	Relcon Forex Private Limited	Non-Promoter	Mr. Saurabh Mukesh Parekh
38.	Kaviraj Securities Private Limited	Non-Promoter	Mr. Anoop Purohit
39.	Biyani Kamalkishor Ramkisan	Non-Promoter	Kindly refer note
40.	Suom Irrigation Private Limited	Non-Promoter	Ms. Sushila Maheshwari
41.	Vinod Kanodia HUF	Non-Promoter	Mr. Vinod Kanodia
42.	Vijender Singh Chauhan	Non-Promoter	Kindly refer note
43.	Sonia Gurucharan Bhandhari	Non-Promoter	Kindly refer note
44.	Urmil Vadilal Dedhia	Non-Promoter	Kindly refer note
45.	Rekha Rani	Non-Promoter	Kindly refer note
46.	Vipin Chauhan	Non-Promoter	Kindly refer note
47.	Hemant Kumar	Non-Promoter	Kindly refer note
48.	Meeta Arora	Non-Promoter	Kindly refer note
49.	Gururaj A	Non-Promoter	Kindly refer note
50.	Ishan Goyal	Non-Promoter	Kindly refer note
51.	Rohan Goyal	Non-Promoter	Kindly refer note
52.	Renu Agarwal	Non-Promoter	Kindly refer note
53.	Anshul Rahul Dalmia	Non-Promoter	Kindly refer note
54.	Neetu Mittal	Non-Promoter	Kindly refer note
55.	Manish Raj	Non-Promoter	Kindly refer note
56.	Vikas Chandra	Non-Promoter	Kindly refer note
57.	Kunal Agrawal	Non-Promoter	Kindly refer note
58.	Parimal Rai	Non-Promoter	Kindly refer note
59.	Anil Kumar Rawal	Non-Promoter	Kindly refer note
60.	Gayatri Bhardwaj	Non-Promoter	Kindly refer note
61.	Dharam Chand Jain	Non-Promoter	Kindly refer note
62.	Shefali Shelat	Non-Promoter	Kindly refer note
63.	Aaditya Sharma	Non-Promoter	Kindly refer note
64.	Roseleen Sharma	Non-Promoter	Kindly refer note
65.	Shweta Agrawal	Non-Promoter	Kindly refer note
66.	Simrat Kaur	Non-Promoter	Kindly refer note
67.	Gaurav Goel	Non-Promoter	Kindly refer note
68.	Santosh Kumar Nair	Non-Promoter	Kindly refer note
69.	Sachin Garg (HUF)	Non-Promoter	Mr. Sachin Garg
70.	Satya Narain Garg (HUF)	Non-Promoter	Mrs. Rajwanti Garg
71.	Rajwanti Garg	Non-Promoter	Kindly refer note
72.	Saroj Goel	Non-Promoter	Kindly refer note
73.	Rohit Pathak	Non-Promoter	Kindly refer note

74.	Arunkumar Ramlaubhaya Kochhar	Non-Promoter	Kindly refer note
75.	Harpreet Singh Kalra	Non-Promoter	Kindly refer note
76.	Nikhil Kedarnath Chandak	Non-Promoter	Kindly refer note
77.	Nishtha Jain	Non-Promoter	Kindly refer note
78.	Prateek Dabas	Non-Promoter	Kindly refer note
79.	Renu Agarwal	Non-Promoter	Kindly refer note
80.	Rubi	Non-Promoter	Kindly refer note
81.	Nishtha Overseas Private Limited	Non-Promoter	1. Samyak Jain 2. Dileep Jain 3. Aarjav Jain
82.	Trade Air LLP	Non-Promoter	Vidit Chaudhary
83.	Amit K Dhangri	Non-Promoter	Kindly refer note
84.	VinodChandra L Patel	Non-Promoter	Kindly refer note
85.	Shashiben Chimanlal Agarwal	Non-Promoter	Kindly refer note
86.	Utpala Priyadarshini	Non-Promoter	Kindly refer note
87.	Sakshi Batra	Non-Promoter	Kindly refer note
88.	Anita Anil Bubna	Non-Promoter	Kindly refer note

**Note: Not Applicable as allottee is a Natural Person.**

**IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure*		Warrants to be allotted	Post Issue Shareholding structure (Presuming full conversion of Warrants)#	
		No. of shares	%		No. of shares	%		No. of shares	%
1.	Renu Gupta	69,81,111	8.13	0	69,81,111	7.93	5,00,000	74,81,111	8.10
2.	JM Financial Mutual Fund	0	0.00	8,90,000	8,90,000	1.01	0	8,90,000	0.96
3.	Dymon Asia Multi-Strategy Investment (Singapore) Pte. Ltd.	0	0.00	7,45,000	7,45,000	0.85	0	7,45,000	0.81
4.	Bandhan Innovation Fund	4,374	0.01	1,33,876	1,38,250	0.16	0	1,38,250	0.15
5.	Bandhan Small Cap fund	-	-	3,57,008	3,57,008	0.41	0	3,57,008	0.39
6.	Finavenue Capital Trust - Finavenue Growth Fund	44,132	0.05	60,000	1,04,132	0.12	0	1,04,132	0.11
7.	Rinku Mittal	0	0.00	0	0	0.00	5,00,000	5,00,000	0.54
8.	Arunima Mittal	15,000	0.02	0	15,000	0.02	5,00,000	5,15,000	0.56
9.	Nexta Enterprises LLP	0	0.00	0	0	0.00	5,00,000	5,00,000	0.54
10.	Marwadi Chandarana	0	0.00	0	0	0.00	1,00,000	1,00,000	0.11

	Enterprise LLP								
11.	Stern Global Fund VCC - Stern Multi Strategy Fund	0	0.00	0	0	0.00	3,00,000	3,00,000	0.32
12.	JM Financial Products Limited	0	0.00	0	0	0.00	2,97,550	2,97,550	0.32
13.	Jalan Chemical Industries Private Limited	0	0.00	0	0	0.00	2,40,000	2,40,000	0.26
14.	Intellect Money Finvest Private Limited	0	0.00	0	0	0.00	97,000	97,000	0.11
15.	Veetragi Infratech Private Limited	5,000	0.01	0	5,000	0.01	60,000	65,000	0.07
16.	Anjali Anil Jain	0	0.00	0	0	0.00	44,500	44,500	0.05
17.	SushilaDevi	0	0.00	0	0	0.00	45,000	45,000	0.05
18.	RajKumar Damani	0	0.00	0	0	0.00	37,500	37,500	0.04
19.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	0	0.00	0	0	0.00	30,000	30,000	0.03
20.	Knockta DealComm Private Limited	0	0.00	0	0	0.00	29,750	29,750	0.03
21.	Binodini Vyapaar Private Limited	0	0.00	0	0	0.00	29,750	29,750	0.03
22.	Wallfort Steel and Power Private Limited	0	0.00	0	0	0.00	29,750	29,750	0.03
23.	Shri Bajrang Power And Ispat Limited	0	0.00	0	0	0.00	30,000	30,000	0.03
24.	Dimpal Abhinandan Jain	0	0.00	0	0	0.00	25,000	25,000	0.03
25.	Tanmay Goyal	0	0.00	0	0	0.00	22,500	22,500	0.02
26.	Niti Bothra	0	0.00	0	0	0.00	20,000	20,000	0.02
27.	Chandmal Totla	0	0.00	0	0	0.00	15,000	15,000	0.02
28.	Suman Gandhi	0	0.00	0	0	0.00	15,000	15,000	0.02
29.	Keshav Realtors Private Limited	0	0.00	0	0	0.00	15,000	15,000	0.02
30.	Indramal Shuklachand Jain	0	0.00	0	0	0.00	15,000	15,000	0.02
31.	Vedant Krishnagopal Biyani	1,625	0.00	0	1,625	0.00	15,000	16,625	0.02
32.	Ronak Pradeep Jain	0	0.00	0	0	0.00	15,000	15,000	0.02
33.	Pushpa L Kabra	0	0.00	0	0	0.00	11,000	11,000	0.01

34.	Shashvat Singhania	0	0.00	0	0	0.00	15,000	15,000	0.02
35.	Sabjot Singh Sahni	0	0.00	0	0	0.00	15,000	15,000	0.02
36.	Santosh Luv Kumar Jain	0	0.00	0	0	0.00	15,000	15,000	0.02
37.	Relcon Forex Private Limited	0	0.00	0	0	0.00	15,000	15,000	0.02
38.	Kaviraj Securities Private Limited	0	0.00	0	0	0.00	15,000	15,000	0.02
39.	Biyani Kamalkishor Ramkisan	0	0.00	0	0	0.00	15,000	15,000	0.02
40.	Suom Irrigation Private Limited	0	0.00	0	0	0.00	30,075	30,075	0.03
41.	Vinod Kanodia HUF	0	0.00	0	0	0.00	15,000	15,000	0.02
42.	Vijender Singh Chauhan	10,921	0.01	0	10,921	0.01	30,000	40,921	0.04
43.	Sonia Gurucharan Bhandhari	0	0.00	0	0	0.00	14,881	14,881	0.02
44.	Urmil Vadilal Dedhia	0	0.00	0	0	0.00	15,000	15,000	0.02
45.	Rekha Rani	0	0.00	0	0	0.00	14,000	14,000	0.02
46.	Vipin Chauhan	8	0.00	0	8	0.00	12,000	12,008	0.01
47.	Hemant Kumar	3,500	0.00	0	3,500	0.00	10,000	13,500	0.01
48.	Meeta Arora	0	0.00	0	0	0.00	10,000	10,000	0.01
49.	Gururaj A	0	0.00	0	0	0.00	10,000	10,000	0.01
50.	Ishan Goyal	0	0.00	0	0	0.00	7,500	7,500	0.01
51.	Rohan Goyal	0	0.00	0	0	0.00	7,500	7,500	0.01
52.	Renu Agarwal	0	0.00	0	0	0.00	7,500	7,500	0.01
53.	Anshul Rahul Dalmia	0	0.00	0	0	0.00	7,500	7,500	0.01
54.	Neetu Mittal	0	0.00	0	0	0.00	7,500	7,500	0.01
55.	Manish Raj	0	0.00	0	0	0.00	7,500	7,500	0.01
56.	Vikas Chandra	40	0.00	0	40	0.00	5,000	5,040	0.01
57.	Kunal Agrawal	0	0.00	0	0	0.00	5,000	5,000	0.01
58.	Parimal Rai	0	0.00	0	0	0.00	5,000	5,000	0.01
59.	Anil Kumar Rawal	60	0.00	0	60	0.00	5,000	5,060	0.01
60.	Gayatri Bhardwaj	0	0.00	0	0	0.00	5,000	5,000	0.01
61.	Dharam Chand Jain	0	0.00	0	0	0.00	5,000	5,000	0.01
62.	Shefali Shelat	0	0.00	0	0	0.00	5,000	5,000	0.01
63.	Aaditya Sharma	0	0.00	0	0	0.00	5,000	5,000	0.01
64.	Roseleen Sharma	0	0.00	0	0	0.00	5,000	5,000	0.01
65.	Shweta Agrawal	0	0.00	0	0	0.00	4,000	4,000	0.00
66.	Simrat Kaur	0	0.00	0	0	0.00	3,000	3,000	0.00
67.	Gaurav Goel	0	0.00	0	0	0.00	3,000	3,000	0.00

68.	Santosh Kumar Nair	0	0.00	0	0	0.00	3,000	3,000	0.00
69.	Sachin Garg (HUF)	2,724	0.00	0	2,724	0.00	2,500	5,224	0.01
70.	Satya Narain Garg (HUF)	1,500	0.00	0	1,500	0.00	2,500	4,000	0.00
71.	Rajwanti Garg	1,500	0.00	0	1,500	0.00	2,500	4,000	0.00
72.	Saroj Goel	0	0.00	0	0	0.00	2,500	2,500	0.00
73.	Rohit Pathak	0	0.00	0	0	0.00	2,000	2,000	0.00
74.	Arunkumar Ramlaubhaya Kochhar	0	0.00	0	0	0.00	2,000	2,000	0.00
75.	Harpreet Singh Kalra	0	0.00	0	0	0.00	1,000	1,000	0.00
76.	Nikhil Kedarnath Chandak	0	0.00	0	0	0.00	7,250	7,250	0.01
77.	Nishtha Jain	65	0.00	0	65	0.00	10,000	10,065	0.01
78.	Prateek Dabas	0	0.00	0	0	0.00	7,500	7,500	0.01
79.	Renu Agarwal	0	0.00	0	0	0.00	6,000	6,000	0.01
80.	Rubi	80	0.00	0	80	0.00	5,000	5,080	0.01
81.	Nishtha Overseas Private Limited	0	0.00	0	0	0.00	40,000	40,000	0.04
82.	Trade Air LLP	0	0.00	0	0	0.00	1,50,000	1,50,000	0.16
83.	Amit K Dhangi	0	0.00	0	0	0.00	29,700	29,700	0.03
84.	VinodChandra L Patel	0	0.00	0	0	0.00	7,400	7,400	0.01
85.	Shashiben Chimanlal Agarwal	0	0.00	0	0	0.00	75,000	75,000	0.08
86.	Utpala Priyadarshini	0	0.00	0	0	0.00	10,000	10,000	0.01
87.	Sakshi Batra	0	0.00	0	0	0.00	5,000	5,000	0.01
88.	Anita Anil Bubna	0	0.00	0	0	0.00	15,000	15,000	0.02

(\*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 88,04,30,750 (Rupees Eighty Eight Crore Four Lakh Thirty Thousand Seven Hundred and Fifty Only) divided into 8,80,43,075 (Eight Crore Eighty Lakh Forty Three Thousand and Seventy Five) Equity Shares of face value of Rs. 10/ (Rupees Ten Only) each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 92,31,91,810 (Rupees Ninety Two Crore Thirty One Lakh Ninety One Thousand Eight Hundred and Ten Only) divided into 9,23,19,181 (Nine Crore Twenty Three Lakh Nineteen Thousand One Hundred and Eighty One) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only). The post shareholding may change in tandem with any other corporate action in the interim.

**X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares and Warrants and allotment of Equity Shares upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

## XI. Lock-in Period:

- (a) Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

## XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as Thursday, December 05, 2024.

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (collectively “**Stock Exchanges**”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018. In terms of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which equity shares to be issued shall not be less than higher of the following:

- a. **Rs. 598.66/-** (Rupees Five Hundred Ninety Eight and Sixty Six Paise Only) per Equity Share - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- b. **Rs. 672.12/-** (Rupees Six Hundred Seventy Two and Twelve Paise Only) per Equity Share - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- c. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Shares and Warrants on a Preferential basis shall be at a price of **Rs. 672.12/-** (Rupees Six Hundred Seventy-Two and Twelve Only) each. However, the Board of Directors of the Company has decided on the issue of Equity Shares and Warrants at an Issue Price of Rs. 672.25/- (Rupees Six Hundred Seventy-Two and Twenty-Five Paise Only) each, which is higher than the above-mentioned prices.

## XIII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90

trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable

**XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Renu Gupta	Promoter & Promoter Group	Promoter & Promoter Group
2.	JM Financial Mutual Fund	Non-Promoter	Non-Promoter
3.	Dymon Asia Multi-strategy Investment (Singapore) Pte. Ltd.	Non-Promoter	Non-Promoter
4.	Bandhan Innovation Fund	Non-Promoter	Non-Promoter
5.	Bandhan Small Cap Fund	Non-Promoter	Non-Promoter
6.	Finavenue Capital Trust - Finavenue Growth Fund	Non-Promoter	Non-Promoter
7.	Rinku Mittal	Non-Promoter	Non-Promoter
8.	Arunima Mittal	Non-Promoter	Non-Promoter
9.	Nexta Enterprises LLP	Non-Promoter	Non-Promoter
10.	Marwadi Chandarana Enterprise LLP	Non-Promoter	Non-Promoter
11.	Stern Global Fund VCC -Stern Multi Strategy Fund	Non-Promoter	Non-Promoter
12.	JM Financial Products Limited	Non-Promoter	Non-Promoter
13.	Jalan Chemical Industries Private Limited	Non-Promoter	Non-Promoter
14.	Intellect Money Finvest Private Limited	Non-Promoter	Non-Promoter
15.	Veetrangi Infratech Private Limited	Non-Promoter	Non-Promoter
16.	Anjali Anil Jain	Non-Promoter	Non-Promoter
17.	SushilaDevi	Non-Promoter	Non-Promoter
18.	RajKumar Damani	Non-Promoter	Non-Promoter
19.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-Promoter	Non-Promoter
20.	Knockta DealComm Private Limited	Non-Promoter	Non-Promoter
21.	Binodini Vyapaar Private Limited	Non-Promoter	Non-Promoter
22.	Wallfort Steel and Power Private Limited	Non-Promoter	Non-Promoter
23.	Shri Bajrang Power And Ispat Limited	Non-Promoter	Non-Promoter
24.	Dimpal Abhinandan Jain	Non-Promoter	Non-Promoter
25.	Tanmay Goyal	Non-Promoter	Non-Promoter
26.	Niti Bothra	Non-Promoter	Non-Promoter
27.	Chandmal Totla	Non-Promoter	Non-Promoter
28.	Suman Gandhi	Non-Promoter	Non-Promoter

<b>S. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Current Status</b>	<b>Post Status</b>
29.	Keshav Realtors Private Limited	Non-Promoter	Non-Promoter
30.	Indramal Shuklachand Jain	Non-Promoter	Non-Promoter
31.	Vedant Krishnagopal Biyani	Non-Promoter	Non-Promoter
32.	Ronak Pradeep Jain	Non-Promoter	Non-Promoter
33.	Pushpa L Kabra	Non-Promoter	Non-Promoter
34.	Shashvat Singhanian	Non-Promoter	Non-Promoter
35.	Sabjot Singh Sahni	Non-Promoter	Non-Promoter
36.	Santosh Luv Kumar Jain	Non-Promoter	Non-Promoter
37.	Relcon Forex Private Limited	Non-Promoter	Non-Promoter
38.	Kaviraj Securities Private Limited	Non-Promoter	Non-Promoter
39.	Biyani Kamalkishor Ramkisan	Non-Promoter	Non-Promoter
40.	Suom Irrigation Private Limited	Non-Promoter	Non-Promoter
41.	Vinod Kanodia HUF	Non-Promoter	Non-Promoter
42.	Vijender Singh Chauhan	Non-Promoter	Non-Promoter
43.	Sonia Gurucharan Bhandhari	Non-Promoter	Non-Promoter
44.	Urmil Vadilal Dedhia	Non-Promoter	Non-Promoter
45.	Rekha Rani	Non-Promoter	Non-Promoter
46.	Vipin Chauhan	Non-Promoter	Non-Promoter
47.	Hemant Kumar	Non-Promoter	Non-Promoter
48.	Meeta Arora	Non-Promoter	Non-Promoter
49.	Gururaj A	Non-Promoter	Non-Promoter
50.	Ishan Goyal	Non-Promoter	Non-Promoter
51.	Rohan Goyal	Non-Promoter	Non-Promoter
52.	Renu Agarwal	Non-Promoter	Non-Promoter
53.	Anshul Rahul Dalmia	Non-Promoter	Non-Promoter
54.	Neetu Mittal	Non-Promoter	Non-Promoter
55.	Manish Raj	Non-Promoter	Non-Promoter
56.	Vikas Chandra	Non-Promoter	Non-Promoter
57.	Kunal Agrawal	Non-Promoter	Non-Promoter
58.	Parimal Rai	Non-Promoter	Non-Promoter
59.	Anil Kumar Rawal	Non-Promoter	Non-Promoter
60.	Gayatri Bhardwaj	Non-Promoter	Non-Promoter
61.	Dharam Chand Jain	Non-Promoter	Non-Promoter
62.	Shefali Shelat	Non-Promoter	Non-Promoter
63.	Aaditya Sharma	Non-Promoter	Non-Promoter
64.	Roseleen Sharma	Non-Promoter	Non-Promoter
65.	Shweta Agrawal	Non-Promoter	Non-Promoter
66.	Simrat Kaur	Non-Promoter	Non-Promoter
67.	Gaurav Goel	Non-Promoter	Non-Promoter
68.	Santosh Kumar Nair	Non-Promoter	Non-Promoter
69.	Sachin Garg (HUF)	Non-Promoter	Non-Promoter
70.	Satya Narain Garg (HUF)	Non-Promoter	Non-Promoter
71.	Rajwanti Garg	Non-Promoter	Non-Promoter
72.	Saroj Goel	Non-Promoter	Non-Promoter
73.	Rohit Pathak	Non-Promoter	Non-Promoter
74.	Arunkumar Ramlaubhaya Kochhar	Non-Promoter	Non-Promoter



S. No.	Name of the Proposed Allottees	Current Status	Post Status
75.	Harpreet Singh Kalra	Non-Promoter	Non-Promoter
76.	Nikhil Kedarnath Chandak	Non-Promoter	Non-Promoter
77.	Nishtha Jain	Non-Promoter	Non-Promoter
78.	Prateek Dabas	Non-Promoter	Non-Promoter
79.	Renu Agarwal	Non-Promoter	Non-Promoter
80.	Rubi	Non-Promoter	Non-Promoter
81.	Nishtha Overseas Private Limited	Non-Promoter	Non-Promoter
82.	Trade Air LLP	Non-Promoter	Non-Promoter
83.	Amit K Dhangri	Non-Promoter	Non-Promoter
84.	VinodChandra L Patel	Non-Promoter	Non-Promoter
85.	Shashiben Chimanlal Agarwal	Non-Promoter	Non-Promoter
86.	Utpala Priyadarshini	Non-Promoter	Non-Promoter
87.	Sakshi Batra	Non-Promoter	Non-Promoter
88.	Anita Anil Bubna	Non-Promoter	Non-Promoter

**XVI. Practicing Company Secretary's Certificate:**

The certificate from M/s. Prachi Bansal & Associates, Company Secretaries (CP No. - 23670), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares and Warrants are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.optimus.com/pdf/CertificatefromPCSpursuanttoChapterVofSEBIICDR.pdf>

**XVII. Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:**

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out under Item No.1 of this Notice.

Further, except Mr. Ashok Gupta, Executive Chairman, Mr. Neetesh Gupta, Director of the Company and Mr. Vikas Chandra, Company Secretary & Compliance Officer of the Company, none of the Directors or key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out under Item No. 2 of this Notice.

The Board of Directors recommends the resolutions as set out under Item No. 1 & 2 of this notice for the issue of Equity shares and Warrants, on a preferential basis, to the proposed allottees by way of **Special Resolution**.

**Item No. 3: Approval for entering into material related party transactions with Bharat Innovative Glass Technologies Private Limited, Subsidiary Company**

The provisions of Regulation 23 of the Listing Regulations, 2015 provides that all the material related party transactions shall require the prior approval of members of the Company notwithstanding the fact that the same are at arms' length basis and in ordinary course of business.

Further, Regulation 23 of the Listing Regulations, 2015 also provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions

during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into contract(s)/ arrangement(s)/ transaction(s) with respect to giving guarantees/providing securities to State Bank of India (“**Bank**”) on behalf of Bharat Innovative Glass Technologies Private Limited (“**BIGTech**”), a Subsidiary Company, related party, for securing the credit facilities upto an amount of Rs. 447 Crore availed/to be availed by BIGTech from the Bank and the value of such transaction(s)/ arrangement(s) are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per said SEBI Regulation, prior approval of the Members is being sought for such arrangements / transactions proposed to be undertaken by the Company.

The proposed transaction is not covered under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014. However, as the value of proposed transaction/arrangement exceeds 10% of the consolidated turnover of the Company, being the threshold limit for material related party transactions under the Listing Regulations, 2015, approval of the members is being sought for the transaction.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 13<sup>th</sup> November, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis.

Based upon the recommendation of Audit Committee, the Board of Directors in its meeting held on 13<sup>th</sup> November, 2024 has also recommended to propose the matter before the shareholders for obtaining their approval.

Further, the Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 is provided herein below:

S. No.	Particulars	Detail
1.	Name of Related party and its relationship with listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Bharat Innovative Glass Technologies Private Limited (“BIGTech”).  BIGTech is a Subsidiary of the Company. It is also a Joint Venture of Optiemus Infracom Limited and Corning International Corporation.
2.	Type, Material Terms and particulars of proposed transaction	Corporate Guarantee/Security in favour of Bank to secure the credit facility(ies) amounting to Rs. 447 Crores availed/to be availed by BIGTech..
3.	Tenue of the proposed transaction	Not Applicable
4.	Value of the Proposed Transaction	Upto Rs. 447 Crore
5.	a. Percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	29.26% of annual consolidated turnover of the Company for the F.Y. 2023-24.
	b. Percentage of the subsidiary’s annual standalone turnover for the immediately preceding financial year, that is represented by the value of	Nil.

	the proposed transaction	<i>BIGTech incorporated on 04.10.2023, therefore, it is under process of setting up of its manufacturing facility, hence, didn't carry any business activity during the last financial year 2023-24. Annual standalone turnover of BIGTech for the immediately preceding financial year 2023-24 was Nil.</i>
6.	If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity  a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	b) Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• Cost of funds; and</li> <li>• Tenure;</li> </ul>	
	c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security; and	
	d) The Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the listed entity	<p>BIGTech is a Joint Venture cum subsidiary of the Company.</p> <p>It is going to set up its manufacturing facility in Tamil Nadu for manufacturing of glass of finished cover glass for use in mobile consumer electronic devices, and other cover glass applications, to meet the needs of next-generation mobile consumer electronic devices.</p> <p>In BIGTech, the Company holds majority equity stake i.e. 70%, therefore, the performance of BIGTech will be overall beneficial to the Company.</p>
8.	A copy of valuation report or other external party report, if any such report has been relied upon, if taken	Not Applicable
9.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable

10.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
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As per SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Mr. Ashok Gupta, Executive Chairman and Mr. Neetesh Gupta, Director of the Company and their relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out under Item No. 3 of this Notice.

The Board of Directors recommends the **Ordinary Resolution** as set out under Item No. 3 of the Notice for the approval of members.

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

Sd/-  
**Vikas Chandra**  
Company Secretary and Compliance Officer

Place: Noida  
Date: December 12, 2024