optiemus

Ref. No. - OIL/CO/SE/2021-22/39 **September 30, 2021**

Listing Department
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 530135

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Symbol: OPTIEMUS

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

Dear Sir(s),

In furtherance to the proceedings of 28th Annual General Meeting ('AGM') of the Company held on Wednesday, September 29, 2021 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means, submitted by the Company, please find enclosed herewith the following:

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

Kindly note that all the resolutions as set out in the Notice of 28th Annual General Meeting stand passed with requisite majority

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

Thanking You,

Yours Faithfully,
For Optiemus Infracom Limited

OPTIEMUS INFRACOM LTD

Vikas Chandra
Company Secretary & Compliance Officer

Enclosure: As above

OPTIEMUS INFRACOM LIMITED
CIN : L64200DL1993PLC054086
Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024
Ph.: 011-29840906, 29840907 | Fax: 011-29840908
www.optiemus.com

VOTING RESULTS OF 28TH ANNUAL GENERAL MEETING

A.	**Date of AGM**	29th September, 2021
B.	**Total Number of Shareholders as on Record Date**	8702
C.	**Number of Shareholders present in the meeting either in person or through proxy:** Promoters and Promoters Group Public	Not Applicable
D.	**Number of shareholders attended the meeting through Video Conferencing:**	
	Promoters and Promoters Group	3
	Public:	60

OPTIEMUS INFRACOM LTD.

Agenda-wise disclosure

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of Board of Directors and Auditors thereon								
Resolution Required (Ordinary/Special)							Ordinary	
Whether Promoter/promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	64300541	64300541	100.00	64300541	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**64300541**	**64300541**	**100.00**	**64300541**	**0**	**100.00**	**0**
Public – Institutions	E-Voting	307038	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**307038**	**0**	**0.00**	**0**	**0**	**0.00**	**0**
Public-Non Institutions	E-Voting	21206612	7077533	33.37	7061473	16060	99.77	0.23
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**21206612**	**7077533**	**33.37**	**7061473**	**16060**	**99.77**	**0.23**
Total		**85814191**	**71378074**	**83.18**	**71362014**	**16060**	**99.98**	**0.02**

OPTIEMUS INFRACOM LTD.

2. Re-appointment of Mr. Ashok Gupta (DIN: 00277434) as a director, who retires by rotation and being eligible, offered himself for re-appointment

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	64300541	64300541	100.00	64300541	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**64300541**	**64300541**	**100.00**	**64300541**	**0**	**100.00**	**0**
Public – Institutions	E-Voting	307038	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**307038**	**0**	**0.00**	**0**	**0**	**0.00**	**0**
Public-Non Institutions	E-Voting	21206612	7077533	33.37	7061122	16411	99.77	0.23
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	**21206612**	**7077533**	**33.37**	**7061122**	**16411**	**99.77**	**0.23**
Total		**85814191**	**71378074**	**83.18**	**71361663**	**16411**	**99.98**	**0.02**

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3. Appointment of Ms. Ritu Goyal (DIN: 05180676) as an Independent Director

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	64300541	64300541	100.00	64300541	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	64300541	**64300541**	**100.00**	**64300541**	**0**	**100.00**	**0**
Public – Institutions	E-Voting	307038	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	307038	0	**0.00**	**0**	**0**	**0.00**	**0**
Public-Non Institutions	E-Voting	21206612	7077533	33.37	7061122	16411	99.77	0.23
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total	21206612	7077533	33.37	7061122	**16411**	99.77	**0.23**
Total		85814191	71378074	83.18	71361663	16411	99.98	0.02

OPTIEMUS INFRACOM LTD.

For Optiemus Infracom Limited

OPTIEMUS INFRACOM LTD.

Vikas Chandra
Company Secretary & Compliance Officer

S.K. BATRA & ASSOCIATES
Company Secretaries
IBBI Registered Valuer
Ph. 09873428930, 011-47532430
Email: skbatrapcs@gmail.com, info@skbatra.com

To
The Chairman
Optiemus Infracom Limited
K-20, 2nd Floor Lajpat Nagar-II,
New Delhi-110024

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and E-voting at the 28th Annual General Meeting of Optiemus Infracom Limited held on Wednesday, 29th September, 2021 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Dear Sir,

We thank you to appoint us as the Scrutinizer for remote e-voting process and voting by the members during the 28th Annual General Meeting of your Company held on Wednesday, 29th September, 2021 through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

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

Thanking you

Yours Sincerely
For S.K. Batra & Associates

Sumit Kumar
Scrutinizer
C. P. No. 8072

Date: 29.09.2021
Place: New Delhi
UDIN: F007714C001036051

Regd. Office: 3393, 3rd Floor, South Patel Nagar, New Delhi – 110008
Opposite Jaypee Siddharth Hotel

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

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

Name of the Company	**Optiemus Infracom Limited**
Meeting	**28th Annual General Meeting**
Day, Date & Time	**Wednesday, 29th September, 2021 at 11:00 A.M.**
Deemed Venue	**Registered Office of the Company situated at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024**
Mode	**Video Conferencing (VC)/other Audio-Visual Means (OAVM)**

1. Appointment as Scrutinizer

Pursuant to the resolution passed by the Board of Directors of Optiemus Infracom Limited (hereinafter referred to as the "Company") on 12th August, 2021, I, Sumit Kumar, Practicing Company Secretary, holding Membership Number FCS 7714, was appointed as a Scrutinizer for the e-voting process taken on the below mentioned resolutions at the 28th Annual General Meeting of the Equity Shareholders of Optiemus Infracom Limited held on Wednesday, the 29th day of September, 2021 at 11:00 A.M., as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended from time to time. Our responsibility as a scrutinizer was to ensure that voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Amidst the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to MCA Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, followed by Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), advertisement was published in Financial Express, English (All Editions) and Jansatta, Hindi (Delhi Edition) Newspaper dated 04th September, 2021, specifying the date and time of the AGM, availability of Notice of the AGM along with the Annual Report 2020-21 on the Company's website at www.optiemus.com under Investor Relations Section, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com, manner of registration of e-mail IDs by the members (both physical and demat) who are yet to register their e-mail IDs with the Company, manner of voting through remote e-voting and e-voting system during the AGM etc.

2.2 The Company uploaded the notice of AGM along with the Annual Report 2020-21 on the Company's website www.optiemus.com under Investor Relations Section, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.

2.3 The Company informed that pursuant to MCA Circulars No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, followed by Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") the notice of AGM along with the Annual Report 2020-21 was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and those who have applied to register their e-mail IDs after the newspaper advertisement published in Financial Express, English (All Editions) and in Jansatta, Hindi (Delhi Edition) Newspaper dated 04th September, 2021.

3. Cut-off Date

Voting Rights were reckoned as on Wednesday, 22nd September, 2021, being the cut-off date for the purpose of deciding the entitlements of the members for remote e-voting and e-voting during the AGM.

4. Remote e-voting Process

4.1 Agency

The Company engaged Central Depository Services (India) Limited **("CDSL")** as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 28th Annual General Meeting **("AGM")** of the Company, which was held on Wednesday, the 29th day of September, 2021 at 11:00 A.M. (IST) through VC/OAVM. CDSL had set up e-voting facility on their website at www.evotingindia.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

4.2 Remote e-voting period

The e-voting facility was kept open from Saturday, 25th September, 2021 (09.00 A.M.) to Tuesday, 28th September, 2021 (05.00 P.M.) and members were required to cast their votes electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by CDSL.

5. Voting at AGM

5.1 In the view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting (AGM) of the Company was held on Wednesday, the 29th day of September, 2021 at 11:00 A.M. (IST) through VC / OAVM and the voting for the items had been transacted as per the Notice of this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the General Circulars No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020 April 13, 2020 and May 05, 2020 respectively, followed by Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") in relation to "Clarification on passing of ordinary and special resolution by the companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

5.2 Since this AGM was pursuant to MCA Circulars and SEBI Circulars, physical attendance of Members had been dispensed with. Accordingly, the facility for appointment of proxies by the Members was also dispensed with.

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

5.4 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after the closure of the period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP, ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

5.5 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through e-voting.

6. Counting Process

6.1 At the end of the voting period on September 28, 2021 at 05.00 P.M., the voting Portal of the service provider was blocked forthwith. On September 29, 2021, the votes cast through remote e-voting and e-voting by members at the AGM facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Gurbani Kaur and Ms. Richa Sethi who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time.

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

7. Result

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

AGENDA ITEM NO.: 1 – TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON.

TYPE OF BUSINESS AND RESOLUTION: ORDINARY BUSINESS BY ORDINARY RESOLUTION

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	109	71357794	2	4220	111	71362014	99.98
Dissent	13	16060	0	0	13	16060	0.02
Total	122	71373854	2	4220	124	71378074	100

AGENDA ITEM NO.: 2 – TO APPOINT A DIRECTOR IN PLACE OF MR. ASHOK GUPTA (DIN: 00277434), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

TYPE OF BUSINESS AND RESOLUTION: ORDINARY BUSINESS BY ORDINARY RESOLUTION

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	107	71357443	2	4220	109	71361663	99.98
Dissent	15	16411	0	0	15	16411	0.02
Total	122	71373854	2	4220	124	71378074	100

AGENDA ITEM NO.: 3 – TO APPOINT MS. RITU GOYAL (DIN: 05180676) AS AN INDEPENDENT DIRECTOR

TYPE OF BUSINESS AND RESOLUTION: SPECIAL BUSINESS BY ORDINARY RESOLUTION

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	107	71357443	2	4220	109	71361663	99.98
Dissent	15	16411	0	0	15	16411	0.02
Total	122	71373854	2	4220	124	71378074	100

All the resolutions contained in the notice dated 12th August, 2021 calling 28th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

S.K. Batra & Associates
M.No. 7714
Company Secretaries

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

Thanking you,

Yours Sincerely
For S.K. Batra & Associates

SUMIT KUMAR
SCRUTINIZER
C. P. No. 8072
UDIN: F007714C001036051

Place : New Delhi
Date : 29.09.2021

Counter Signed by

OPTIEMUS INFRACOM LTD.

....
Chairman of AGM of
Optiemus Infracom Limited

Witness 1: Gurbani Kaur

Witness 2: Richa Sethi