

Ref. No. - OIL/CO/SE/2020-21/50

December 24, 2020

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

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 530135

Symbol: OPTIEMUS

Subject: Submission of Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In furtherance to our earlier intimation dated December 23, 2020, we are enclosing herewith copy of Postal Ballot Notice dated December 23, 2020, being sent to the members of the Company seeking their approval in respect of following matter:

Resolution No. 1	Special Resolution	Sale of Property/Undertaking under Section 180 (1) (a) of the Companies Act, 2013
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In compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, this Postal Ballot Notice 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 i.e. Friday, December 18, 2020. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing e-voting facility to the members. The remote e-voting period will commence on Friday, December 25, 2020 at 9:00 A.M. (IST) and end on Saturday, January 23, 2021 at 05:00 P.M. (IST).

The Board of Directors has appointed M/s. S.K. Batra & Associates, Practicing Companies Secretaries, as Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner. The results of Postal Ballot will be announced not later than 48 hours of conclusion of remote e-voting i.e. on or before January 25, 2021.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,
For Optiemus Infracom Limited




Vikas Chandra
Company Secretary & Compliance Officer

OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

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

P.: 011-29840906 | Fax: 011-29840908

Corp. Office: Plot no.-2A, 1st Floor, WIng-A, Sector-126, Noida-201301 (U.P.)

P.: 0120-6726800, 805, 806, 807, 809, 810 | www.optiemus.com



OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086

Registered Office : K-20, 2nd Floor, Lajpat Nagar Part-II, New Delhi - 110 024

Corporate Office: Plot No. 2A, Wing-A, First Floor, Sector-126, Noida, U.P – 201 301

Tel.: 011-29840906; 0120-6726800; E-mail: info@optiemus.com; Website: www.optiemus.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Management & Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable rules & regulations, the resolution appended below is proposed to be passed as Special Resolution through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice 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 i.e. December 18, 2020. Hard copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot, therefore, members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.optiemus.com, websites 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.

The proposed resolution together with the Explanatory Statement thereto setting out all the material facts concerning resolution alongwith the reasons for the proposed resolution is annexed hereto for your consideration.

Mr. Sumit Kumar, Practicing Company Secretary & Proprietor of M/s S.K. Batra & Associates, has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014 for conducting entire Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from Friday, December 25, 2020 at 9:00 A.M. (IST) and ends on Saturday, January 23, 2021 at 5:00 P.M. (IST). The E-Voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to all the members of the Company.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of remote e-voting i.e. on or before January 25, 2021.

The said results along with the Scrutinizer's Report will be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the scrutinizers report will also be posted on the website of the Company www.optiemus.com, websites 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 CDSL' website at www.evotingindia.com.

You are requested to peruse the Proposed Resolution along with its Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company.

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

Date: December 23, 2020
Place: Noida

Sd/-
Vikas Chandra
Company Secretary & Compliance Officer

Proposed Resolution

Resolution No. 1: Sale of Property/Undertaking under Section 180 (1) (a) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as may be enacted from time to time), the Memorandum and Articles of Association of the Company (the “Memorandum and Articles”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sell / transfer /dispose of an immovable property i.e. land together with structures/ building of the Company situated at Plot No. 2A, Sector 126, Noida, District Gautam Budh Nagar, Uttar Pradesh-201301 to M/s. Kailash Darshan Housing Development (Gujarat) Private Limited, a company incorporated under the Companies Act, 1956 (Buyer) for an overall consideration of Rs. 285 Crore on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute all the documents, deeds, agreement, writings as may be necessary to be executed in respect of transfer of abovementioned undertaking/property with effect from such date and in such manner as may be decided by the Board and to make applications to the regulatory authorities or other persons for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution including without limitation and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Sd/-

Vikas Chandra

Company Secretary & Compliance Officer

Date: December 23, 2020

Place: Noida

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) stating all material facts and the reasons in respect of the abovementioned business is annexed hereto.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice 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 i.e. December 18, 2020. Members may note that the Notice will also be available on the Company’s website www.optiemus.com under Investor Portal Section, websites 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.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up share capital of the Company as on cut-off date.
4. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skbatrapcs@gmail.com.
5. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company Secretary at info@optiemus.com / cs.vikas@optiemus.com.
8. **In case of members who have not registered their email address:**

On account of threat posed by Covid-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

- a. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the RTA at its e-mail id beetal@beetalfinancial.com and beetalrta@gmail.com.
- b. For Demat shareholders – Please contact your Depository Participant (DP) and register your email ID details in your demat account, as per the process advised by your DP.

9. Instructions for voting through electronic means are as under:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Company has provided the facility of remote e-voting to all shareholders, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its shareholders.

The voting period commence on Friday, December 25, 2020 at 9:00 A.M. IST and ends on Saturday, January 23, 2021 at 5:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. December 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on Shareholders.
- iii) 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.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.
- ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) Click on the EVSN of Optiemus Infracom Limited on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xviii) If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

Item No. 1

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The sale/transfer of immovable property situated at Plot No. 2A, Sector 126, Noida, District Gautam Budh Nagar, Uttar Pradesh-201301, may be termed as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013. Therefore, the approval of members is being sought by way of special resolution.

The Board of Directors of the Company (“the Board”) at its meeting held on October 19, 2020 has accorded its in-principle approval and on December 23, 2020 has approved the terms and conditions for sale of abovementioned immovable commercial property (including land, Building and Infrastructure) held in the name of Optiemus Infracom Limited to M/s. Kailash Darshan Housing Development (Gujarat) Private Limited (Buyer) in overall consideration of Rs. 285 Crore.

The Board is of the opinion that the proposed sale is in the overall best interest of the company as after transfer of this non-core asset, the company will mainly focus on its core business i.e. manufacturing and distribution of Mobile & other mobility products. The net proceeds of the above mention transaction will be utilized towards the expansion of mobile manufacturing business directly or indirectly itself or through its subsidiary viz Optiemus Electronics Limited to take maximum advantage of Production Link Incentive (PLI) Scheme notified by the Ministry of Electronics and Information Technology and/or to repay the existing loans and reduce interest burden and/or for the general business purpose.

Hence, the Board recommends passing of the resolution as set out under Item No. 1 of the accompanying notice by the shareholders as a special resolution.

None of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1.