OPTIMUS FINANCE LTD.

Ref:OFL/BSE/2016
25th March, 2016

To

The Corporate Relations department
Bombay Stock Exchange Limited
Department of Corporate Services
P J Towers, Dalal Street, Fort,
MUMBAI 400001

Dear Sir,
Script Code: 532154

Subject: Quarterly Compliance Report on Corporate Governance – QE December-2015

Name of the Company: OPTIMUS FINANCE LIMITED

Quarter ending on: 31st December, 2015

We refer your email dated 21st March 2016 and send herewith revised Corporate Governance report for the QE 31st December 2015 in Annexure-I as per revised Format.

Please note that DIN of Mr Deepak Raval was wrongly printed, which has now been corrected

Please take the same on your records.

For: OPTIMUS FINANCE LIMITED,

OPTIMUS FINANCE LIMITED VADODARA

Deepak Raval
CC & Compliance Officer

Encl: a.a.

Regd. Off: 301, Atlantis Heritage, Dr Vikram Sarabhai Marg, Vadi-Wadi,Vadodara-390 003. Ph: 0265 - 2325321/2345321
Website: www.optimusfinance.in Email: info@optimusfinance.in CIN: L65910GJ1991PLC015044

" CORPORATE GOVERNANCE REPORT "

ANNEXURE I – Format to be submitted by listed entity on quarterly basis

1. Name of listed entity: Optimus Finance Limited
2. Quarter Ending: 31^{st} December, 2015

Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term/cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations)
Mr.	Deepak Raval	ABJPR4967M DIN 01292764	Executive	10/08/2015	NA	01	02	NIL
Mr.	Gaurang Sanghavi	AOXPS4460B DIN 02137663	Independent	10/08/2015	09/08/2020	01	03	03
Mrs.	Mansi Desai	AOKPP6979D DIN 07289820	Independent	20/10/2015	19/10/2020	01	01	00
Mr.	Pankaj Parikh	AAKPP8700C DIN 01261332	Non-Executive	10/08/2015	NA	01	01	00

$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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II. Composition of Committees

Name of Committee	*Name of Committee members*	Category (Chairperson/Executive/Non-Executive/independent/Nomin ee) $
1. Audit Committee	1. Gaurang Sanghavi 2. Deepak Raval 3. Mansi Desai	Chairperson/Non – executive Executive Non- Executive/independent
2. Nomination & Remuneration Committee	1. Gaurang Sanghavi 2. Pankaj Parikh	Chairperson/Non – executive Non – executive
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	1. Gaurang Sanghavi 2. Deepak Raval	Chairperson/Non – executive Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Maximum gap between any two consecutive (in number of days)*
10/08/2015	20/10/2015 & 09/11/2015	70 DAYS

IV. Meeting of Committees

A. **Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days**
09/11/2015	3 out of 3 Members Present	10/08/2015	90 DAYS

B. **Nomination & Remuneration Committee**

Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days**
09/11/2015	2 out of 2 Members Present	10/08/2015	90 DAYS

C. **Stakeholders Relationship Committee**

Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days**
09/11/2015	2 out of 2 Members Present	10/08/2015	90 DAYS

· This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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V. Related Party Transactions

Subject	*Compliance status (Yes/No/NA)* refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Deepak Raval
Company Secretary & Compliance Officer
For, Optimus Finance Ltd.
Dated: 16th January, 2016

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