

Ref: OFL/BSE/2019
Date: 01.10.2019

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

Re: Optimus Finance Limited
Script Code: 531254

Dear Sir / Madam,

Sub.: Declaration of Voting Results of the Annual General Meeting (AGM) of the Company held on Monday, 30th September, 2019 at Vadodara, Gujarat
Ref.: Regulation 44 (3) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the Annual General Meeting (AGM) of the Company held on **Monday, 30th September, 2019 at 04.00 p.m.** at Banquet Hall, Anjoy Restaurant, 14, 1st Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara – 390020 [Gujarat] in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting done through ballot paper at the AGM. The above are also being uploaded at the Company's website at www.optimusfinance.in.

Thanking you,

Yours faithfully,
For Optimus Finance Limited

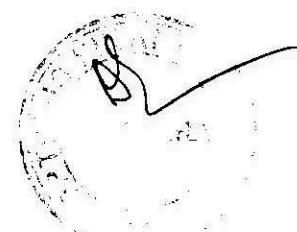


Deepak Raval
Whole time Director & CS

Encl: As above

Disclosures as per Regulation 44(3) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|---|
| Date of the AGM/EGM | Monday, 30th September, 2019 |
| Total number of shareholders as on record date | 2625 (Two thousand Six Hundred Twenty Five only) |
| No. of Shareholders present in the meeting either in person or through proxy: | 17 (Seventeen) |
| Promoters and Promoters Group: | 01 (One) |
| Public: | 16 (Sixteen) |
| No. of Shareholders attended the meeting through Video Conferencing:- | Nil (Not Arranged) |
| Promoters and Promoters Group: | |
| Public: | |



Resolution No. 1: Adoption of the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with report of Board of Directors and auditors' thereon.

| Resolution required: (Ordinary/ Special) : Ordinary | | | | Adoption of the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019 together with report of Board of Directors and auditors' thereon. | | | | |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on out-standing shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)= [(4)/(2)] x100 | (7)= [(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

Resolution No. 2: Appointment Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation.

| Resolution required: (Ordinary/ Special) : Ordinary | | | | Appointment Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation. | | | | |
|---|----------------|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)= [(4)/(2)] x100 | (7)= [(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

Resolution No. 3: Appointment of Mr. Niharkumar Naik (DIN: 08302107) as an Independent Director.

| Resolution required: (Ordinary/ Special) : Ordinary | | | | Appointment of Mr. Niharkumar Naik (DIN: 08302107) as an Independent Director. | | | | |
|---|----------------|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)= [(4)/(2)] x100 | (7)= [(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

Resolution No. 4: Appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director.

| Resolution required: (Ordinary/ Special) : Ordinary | | | | To approve appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director. | | | | |
|---|----------------|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)=[(4)/(2)] x100 | (7)=[(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

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Resolution No. 5: Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director.

| Resolution required: (Ordinary/ Special) : Ordinary | | | | Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director. | | | | |
|---|----------------|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)= [(4)/(2)] x100 | (7)= [(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

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Resolution No. 6: Granting loan, giving guarantee or providing security in respect of any loan to Subsidiary.

| Resolution required: (Ordinary/ Special) : Special | | | | Granting loan, giving guarantee or providing security in respect of any loan to Subsidiary. | | | | |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)] x100 | (4) | (5) | (6)=[(4)/(2)] x100 | (7)=[(5)/(2)] x100 |
| Promoter and Promoter Group | E-voting | 40,27,210 | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 40,27,210 | 100.00% | 40,27,210 | 0 | 100.00 | 0 |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 15,45,090 | 1,62,697 | 10.53% | 1,62,697 | 0 | 100.00% | 0.00% |
| | Poll | | 2,897 | 0.19% | 2,897 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | N.A | N.A | N.A | N.A | N.A | N.A |
| | Total | | 1,65,594 | 10.72% | 1,65,594 | 0 | 100.00% | 0.00% |
| Total | | 55,72,300 | 41,92,804 | 75.24% | 41,92,804 | 0 | 100.00% | 0.00% |

BL



CS Hemang M. Mehta
B.Com., LL.B.(Special), F.C.S.

H. M. Mehta & Associates
Company Secretaries

**CONSOLIDATED REPORT OF SCRUTINIZER
ON
REMOTE E-VOTING AND POLL**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
28th Annual General Meeting (AGM) of the Equity Shareholders of
Optimus Finance Limited
(CIN: L65910GJ1991PLC015044)
Held on Monday, 30th day of September, 2019 at 04.00 P.M.
at Banquet Hall, Anjoy Restaurant,
14, 1st Floor, Corner Point, Jetalpur Road, Alkapuri,
Vadodara-390020, Gujarat

Dear Sir,

1. I, Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries having office at 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390 020, Gujarat was appointed as a Scrutinizer by the Board of Directors of Optimus Finance Limited ("the Company") at their meeting held on 13th August, 2019 in terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the remote e-voting process and voting through Poll Paper (Physical Voting) at the 28th Annual General Meeting (AGM) of the members of Optimus Finance Limited held on Monday, 30th day of September, 2019 at 04.00 P.M. at Banquet Hall, Anjoy Restaurant, 14, 1st Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara-390020, Gujarat and ascertaining the requisite majority on remote e-voting and voting through physical polling papers carried out at the aforesaid AGM in a fair and transparent manner in respect of following resolutions contained in the Notice dated 13th August, 2019 of the 28th AGM of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through poll process on the resolutions contained in the Notice of the 28th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process provided by Central Depository Services (India) Limited (CDSL) the authorized agency to provide remote e-voting facilities, engaged by the Company and voting through physical poll paper at the said AGM is only restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set forth in the Notice of the aforesaid 28th AGM.
3. Further to above, I submit my report as under:

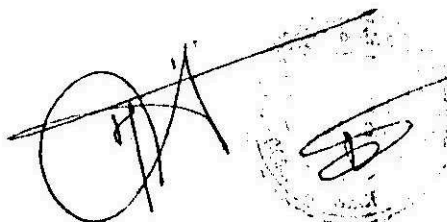
1 | Page

H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES

- 3.1 The Company had sent Notice dated 13th August, 2019 of the convening the 28th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2018-19 together with Polling Paper through courier on 5th September, 2019 and through electronic means i.e. on the registered e-mail IDs of the Shareholders on 3rd September, 2019 as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 23rd August, 2019 (being the cut-off-date for sending annual reports to the shareholders).

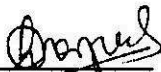
As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. One share held equal to one vote.


- 3.2. The Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Company has also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Polling Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.
- 3.3. The above Notice was also placed on the website of the Company www.optimusfinance.in forthwith after it was sent to the members.
- 3.4. The notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Friday, 27th September, 2019 (09.00 Hrs) to Sunday, 29th September, 2019 (17.00 Hrs.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.5. As prescribed in the aforesaid Rules, the Company has also published an advertisement in Business Standard newspaper in English language and in Vadodara Samachar newspaper in Gujarati language, respectively on 06th September, 2019 which carries the required information as specified in the said Rules.
- 3.6. The remote e-voting remained open for a period of 3 days i.e. from Friday, 27th September, 2019 (09.00 Hrs) to Sunday, 29th September, 2019 (17.00 Hrs.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 28th AGM which held on Monday, 30th September, 2019.
- 3.7. The Equity Shareholders holding shares as on the "cut-off-date" i.e. Monday, 23rd September, 2019 were entitled to vote on the proposed resolutions (Item Nos. 01 to 06) as set out in the Notice of the 28th Annual General Meeting of the Company either through remote e-voting or through poll paper at the 28th AGM.
- 3.8. After the closing of the period for remote e-voting on Sunday, 29th September, 2019, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 28th AGM.

A handwritten signature in black ink is written over a circular stamp. The stamp contains some text, but it is mostly illegible due to the signature and the quality of the scan. The signature appears to be a stylized 'H' or 'M'.


**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

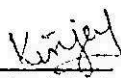
- 3.9. The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being the scrutinizer, by use of Poll paper for all those members who were present at the AGM but had not casted their respective votes by availing the remote e-voting facility.
- 3.10. After determination of poll by the Chairman, one empty poll box kept for polling was locked in the presence of members with due identification marks placed by me.
- 3.11. The locked poll box was subsequently opened in my presence and in presence of two witnesses viz. (1) Mr. Hemang Renuka, resident of D-504, Satva Aroma, near Sport Complex, Manjalpur, Vadodara-390011 (Gujarat) and (2) Ms. Kinjal Shah, resident of G-301, Pancham Elite, opposite Mukhi Nagar Char Rasta, Khodiyar Nagar, Vadodara-390018 (Gujarat), who are not in the employment of the Company, and polling papers were diligently scrutinized. The witnesses have signed below in confirmation of the Poll Box being unlocked in their presence. The Poll papers were reconciled with the records maintained by M/s. Link Intime Pvt. Limited, Vadodara, the Registrar and Transfer Agent of the Company.


Hemang Renuka
(Witness no. 1)


Kinjal Shah
(Witness no. 2)

- 3.12. There was no poll paper found incomplete or invalid.
- 3.13. After counting the votes casted by the members present at the 28th AGM through poll papers, the votes casted through remote e-voting were unblocked on Tuesday, 01st October, 2019 around 11.00 A.M. in the presence of two witnesses viz., 1) Mr. Hemang Renuka, resident of D-504, Satva Aroma, near Sport Complex, Manjalpur, Vadodara-390011 (Gujarat) and (2) Ms. Kinjal Shah, resident of G-301, Pancham Elite, opposite Mukhi Nagar Char Rasta, Khodiyar Nagar, Vadodara-390018 (Gujarat), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

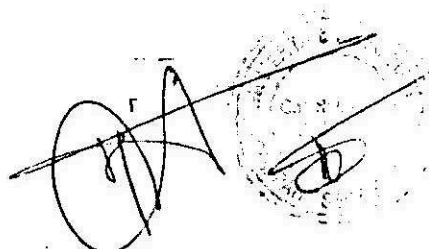

Hemang Renuka
(Witness no. 1)


Kinjal Shah
(Witness no. 2)

- 3.14. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.com.

The remote e-voting data was scrutinized by the undersigned for verification of the votes cast in favour of or against the resolutions.

4. I have already issued a separate Scrutinizer's Report dated 01st October, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 01st October, 2019 on the physical voting through Poll paper taken place at the 28th AGM of the Company.



5. Based from the Reports generated from the e-voting website of CDSL and voting through poll papers at the 28th AGM of Optimus Finance Limited, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of the physical voting through Poll Papers in respect of the said Resolutions as under:

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

Adoption of the Audited Financial Statements as at 31st March, 2019:

| Particulars of Mode of Voting | Total number of votes cast | Votes In favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

Resolution No. 2 – As an Ordinary Resolution:

Appointment of Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation:

| Particulars of Mode of Voting | Total number of votes cast | Votes In favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

SPECIAL BUSINESS:

Resolution No. 3 – As an Ordinary Resolution:

Appointment of Mr. Niharkumar Nalk (DIN: 08302107) as an Independent Director:

| Particulars of Mode of Voting | Total number of votes cast | Votes In favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

Resolution No. 4 – As an Ordinary Resolution:

Appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director:

| Particulars of Mode of Voting | Total number of votes cast | Votes in favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

Resolution No. 5 – As an Ordinary Resolution:

Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director:

| Particulars of Mode of Voting | Total number of votes cast | Votes in favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

Resolution No. 6 – As a Special Resolution:

Granting loan, giving guarantee or providing security in respect of any loan to Subsidiary:

| Particulars of Mode of Voting | Total number of votes cast | Votes in favour of the Resolution | | Votes against the Resolution | |
|-------------------------------|----------------------------|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast |
| Remote E-voting | 4189907 | 4189907 | 100% | Nil | Nil |
| Poll | 2897 | 2897 | 100% | Nil | Nil |
| Total Voting | 4192804 | 4192804 | 100% | Nil | Nil |

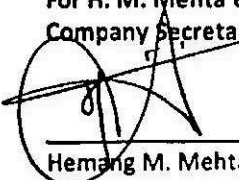
6. The above mentioned resolutions are deemed to have been passed with requisite majority.

**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

7. The Register, all other papers and relevant records relating to electronics voting as well as voting through Poll papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are being handed over to the Compliance Officer for safe keeping.

Thanking you,
Yours sincerely,

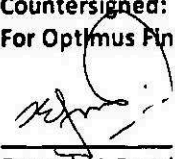
For H. M. Mehta & Associates
Company Secretaries


Hemang M. Mehta
Proprietor
[C. P. No. 2554]
[FCS No.: F4965]
UDIN: F004965A000021608



Place: Vadodara
Date: 01st October, 2019

Countersigned:
For Optimus Finance Limited


Deepak V. Raval
Whole-time Director and CS