

Ref: OFL/BSE/2020

Date: 01.07.2020

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

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2020

Dear Sir/Madam,

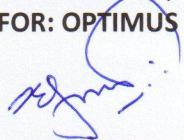
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2020 issued by Mr. Hemang M. Mehta, Proprietor of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara.

Please take the above on your records.

Thanking you.

Yours faithfully,

FOR: OPTIMUS FINANCE LIMITED,



Deepak Raval

Whole time Director & CS



Encl: as above



**SECRETARIAL COMPLIANCE REPORT OF OPTIMUS FINANCE LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to me and explanation provided by Optimus Finance Limited ("the listed entity"),
- b) the filings / submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - ***Not Applicable during the review period***
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - ***Not Applicable during the review period***

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable during the review period**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the review period**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the review period**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
	NIL	NIL	NIL
Not Applicable during the review period			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / Remarks of the Practicing Company Secretary, if any
	NIL	NIL	NIL	NIL
Not Applicable during the review period				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the year ended 31st March, 2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	Not Applicable	Not Applicable

- e) The listed entity has revised the terms of appointment of the Statutory Auditors in accordance with the requirements specified in the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Place: Vadodara
Date: 01.07.2020

For H. M. Mehta & Associates
Company Secretaries

Hemang
M. Mehta

Digitally signed by Hemang Mehta
DN: c=IN, o=Personid,
pseudonym=2db1e8849ec432580257381049ba
d9e,
2.5.4.20=6603887ACA30D254929C2C018C80E89
7C516924807A5A29D1A679CFC8620C851,
postalCode=396007, st=Gujarat,
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4142373738453746324343,
serialNumber=6874785048442b90844342ba41
33195a746d4550a772263a746a869532b46,
cn=Hemang Mehta
Date: 2020.07.01 14:51:12 +05'30'

Hemang M. Mehta
Proprietor
FCS No.: 4965
C. P. No.: 2554
UDIN: F004965B000406432