



Ref: OFL/BSE/2022

Date: 03.10.2022

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

Sub.: Declaration of e-Voting Results of the 31st Annual General Meeting (AGM) of Shareholders of the Company held on Friday, 30th September, 2022 through Video Conferencing (VC)
Ref.: Regulation 44 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith details regarding the e-voting results of the 31st Annual General Meeting (AGM) of the Shareholders of the Company held on Friday, 30th September, 2022 at 04.00 p.m. through Video Conferencing (VC) in the prescribed format.

We are also enclosing herewith the Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during AGM. The above are also being uploaded on the Company's website at www.optimusfinance.in and on the website of Central Depository Services Limited, an agency appointed for the purpose of conducting the remote e-voting and e-voting during the process of AGM at www.evotingindia.com.

Thanking you,

Yours faithfully,

For Optimus Finance Limited

Deepak Raval
Whole time Director & CS

Encl: As above

OPTIMUS FINANCE LIMITED

Registered Office: 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara -390003

CIN: L65910GJ1991PLC015044 , Phone No: 0265-2325321/2345321,

E-mail Id: info@optimusfinance.in, [www@optimusfinance.in](http://www.optimusfinance.in)



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

Date of the AGM/EGM	Friday, 30th September, 2022
Total number of shareholders as on record date	2838 (Two Thousand Eight Hundred Thirty Eight only) (As on Cut-off date i.e. 23.09.2022)
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoters Group:	Not applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoters Group:	1
Public:	27

OPTIMUS FINANCE LIMITED

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Optimus Finance Limited

Resolution No. 1: Adoption of the Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with report 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	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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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

Resolution required: (Ordinary/ Special)			Ordinary					
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 3: Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company.								
Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Resolution No. 4: Appointment of Mr. Rahil Thaker (DIN: 07907715) as an Independent Director of the Company.								
Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 5: Alteration of the Main Objects clause of the Memorandum of Association of the Company.

Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 6: Adoption of new set of Memorandum of Association of the Company.

Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 7: Adoption of new set of Articles of Association of the Company.

Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 8: Issue of Convertible Equity Warrants on Preferential Basis.

Resolution required: (Ordinary/ Special)				Special				
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	Remote E-voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		40,27,103	100.0000	40,27,103	0	100.0000	0
Public Institutions	Remote E-voting	0	0	0.00000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.00000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	43,74,891	78.5114	43,74,891	0	100.0000	0.0000

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Optimus Finance Limited

Resolution No. 9: Approval for Material Related Party Transaction(s) for Financial Year 2023-24.

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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	Remote E-voting	40,27,103	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Remote E-voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-voting	15,45,197	3,47,788	22.5077	3,47,788	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		3,47,788	22.5077	3,47,788	0	100.0000	0.0000
Total		55,72,300	3,47,788	6.2414	3,47,788	0	100.0000	0.0000

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

To,
The Chairman,
31st Annual General Meeting (AGM) of the Equity Shareholders of
Optimus Finance Limited
(CIN: L65910GJ1991PLC015044)
504A, Ozone, Dr. Vikram Sarabhai Marg,
Vadi-wadi, Vadodara - 390003,
Gujarat, India

Dear Sir,

1. I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 811-812, Vihav Supremus, Besides Iscon Heights, Gotri Road, Vadodara-390021, Gujarat, India was appointed as a Scrutinizer by the Board of Directors of Optimus Finance Limited (**"the Company"**) under the provisions of 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) for the purpose of scrutinizing the process of remote e-voting process and e-voting at the AGM contained in the notice dated 02nd September, 2022 (**"Notice"**) issued in accordance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs on 08th April, 2020, 13th April, 2020, 05th May, 2020, 15th June, 2020, 13th January, 2021 and 05th May, 2022, respectively and SEBI Circular dated 12th May, 2020 and 15th January, 2021 and 13th May, 2022, respectively (**"MCA and SEBI Circulars"**) calling the Thirty First Annual General Meeting of its Equity Shareholders (**"31st AGM"**) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility. The AGM was convened on Friday, 30th September, 2022 at 04:00 P.M. (IST) through VC / OAVM.
2. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"LODR"**) relating to voting through electronic means on the resolutions contained in the Notice of the 31st AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is 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 31st AGM based on reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), being the authorized agency engaged by the Company for the said 31st AGM.

3. Further to above, I submit my report as under:

3.1 The Company had sent Notice dated 02nd September, 2022 convening the 31st AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2021-22 by electronic means i.e. on the registered e-mail IDs of the Shareholders on 07th September, 2022, as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 02nd September, 2022 (being cut-off-date for sending annual report 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 e-voting facility as provided by CDSL to the Shareholders during the AGM to vote on the Resolutions set out in the Notice of the said AGM, if they had not cast their vote earlier through remote e-voting.

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 Tuesday, 27th September, 2022 (09:00 Hours) to Thursday, 29th September, 2022 (17:00 Hours) 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 and MCA and SEBI Circulars, the Company has published an advertisement before dispatch of Notice of the AGM and Annual report 2021-22 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on 03rd September, 2022, respectively and it carried the required information as specified in the said Rules.

3.6. As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatched of Notice of the AGM and Annual report 2021-22 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on 08th September 2022, respectively and it carried the required information as specified in the said Rules.

3.7. The remote e-voting remained open for a period of 3 days i.e. from Tuesday, 27th September, 2022 (09:00 Hours) to Thursday, 29th September, 2022 (17:00 Hours) and that the aforesaid remote e-voting period was completed one day prior to the date of the 31st AGM which held on Friday, 30th September, 2022.

3.8. The Equity Shareholders holding shares as on the "cut-off-date" i.e. Friday, 23rd September, 2022 were entitled to vote on the proposed resolutions (Item Nos. 01 to 09) as set out in the Notice of the 31st Annual General Meeting of the Optimus Finance Limited either through remote e-voting or through e-voting during the AGM.

3.9. The attendance of Twenty Eight (28) Members was registered who attended the AGM through VC/OAVM as per the MCA Circulars.

- 3.10. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized. Thereafter, data of e-voting were reconciled with the records maintained by the Link Intime India Private Limited, Vadodara, Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during AGM.
- 3.11. Thereafter, the votes cast through remote e-voting as well as e-voting at AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, (1) Mr. Parth Nashikkar, resident of A/11, Shree Yamunakunj Society, Behind Gajanan Heights, Darbar Chowkdi, Manjalpur, Vadodara-390011, Gujarat, India and (2) Ms. Harita Patel, resident of B-27, Ohm Housing Society, opposite Gokul Party plot, Gotri-Vasna Road, Vadodara – 390021, Gujarat, India, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.



Parth Nashikkar
(Witness no. 1)



Harita Patel
(Witness no. 2)

- 3.12. Thereafter, the details containing, inter alia, list of equity shareholders who e-voted remotely as well as at the AGM, “for”/“against” each of the resolutions, were generated from the e-voting website of CDSL i.e. www.evotingindia.com

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

4. Based on the Reports generated from the e-voting website of CDSL at the 31st AGM of Optimus Finance Limited, I hereby submit my Consolidated Report on the result of the remote e-voting together with that of e-voting during the 31st AGM in respect of the said Resolutions as under:

ORDINARY BUSINESSES:

Resolution No. 1 – As an Ordinary Resolution:

Adoption of the Audited Financial Statements as at 31st March, 2022.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	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 valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

SPECIAL BUSINESSES:

Resolution No. 3 – As a Special Resolution:

Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 4 – As a Special Resolution:

Appointment of Mr. Rahil Thaker (DIN: 07907715) as an Independent Director of the Company.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 5 – As a Special Resolution:

Alteration of the Main Objects clause of the Memorandum of Association of the Company.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 6 – As a Special Resolution:

Adoption of new set of Memorandum of Association of the Company.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 7 – As a Special Resolution:

Adoption of new set of Articles of Association of the Company.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 8 – As a Special Resolution:

Issue of Convertible Equity Warrants on Preferential Basis.

Particulars of mode of voting	Total number of valid 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	4374891	4374891	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4374891	4374891	100%	NIL	NIL

Resolution No. 9 – As a Special Resolution:

Approval for Material Related Party Transaction(s) for Financial Year 2023-24.

Particulars of mode of voting	Total number of valid 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	347788	347788*	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	347788	347788	100%	NIL	NIL

* In the aforesaid Resolution No. 9, being a Special Resolution for the approval for Material Related Party Transaction(s), the Promoters had not casted their respective votes.

- The above mentioned resolutions are deemed to have been passed with requisite majority.
- The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,
Yours sincerely,

**For H. M. Mehta & Associates
Company Secretaries**

HEMANG
G
MEHTA

Digitally signed by HEMANG MEHTA
DN: c=IN, o=Personal, pseudonym=e1d777485c005604e8d17010d65a732180c43e22038ca903652468608975a4f5, postalCode=390007, st=GUJARAT, serialNumber=5a7d3f50484442b90844345ba4133195a74804592a772263a74d6e89532bd6, cn=HEMANG MEHTA
Date: 2022.10.03 15:47:53 +05'30'

**Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965D001123885**

**Place: Vadodara
Date: 03.10.2022**

**Countersigned by:
For Optimus Finance Limited**

**Deepak Raval
Company Secretary**