

Ref: OFL/BSE/2023

Date: 03.10.2023

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 32nd Annual General Meeting (AGM) of Shareholders of the Company held on Saturday, 30th September, 2023 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 32nd Annual General Meeting (AGM) of the Shareholders of the Company held on **Saturday, 30th September, 2023 at 04:30 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.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Optimus Finance Limited

Divya Prajapati

Company Secretary

Encl: As above

OPTIMUS FINANCE LIMITED

Regd. Off.: 504A, "OZONE", Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara -390 003, Gujarat, INDIA

Phone: +91 265 232 5321 • E-mail: info@optimusfinance.in • CIN: L65910GJ1991PLC015044

Website: www.optimusfinance.in

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

Date of the AGM/EGM	Saturday, 30th September, 2023
Total number of shareholders as on record date	2807 (Two Thousand Eight Hundred Seven only) (As on Cut-off date i.e. 23.09.2023)
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:	24

OPTIMUS FINANCE LIMITED

Optimus Finance Limited								
Resolution No. 1: Adoption of the Audited Financial Statements as at 31st March, 2023:								
To receive, consider and adopt the								
a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2023 and the Reports of the Board of Directors and the Auditors' thereon; and								
b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 and the Report of the 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	34,45,197	3,16,508	9.1869	3,16,508	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		3,16,508	9.1869	3,16,508	0	100.0000	0.0000
Total		74,72,300	43,43,611	58.1295	43,43,611	0	100.0000	0.0000

OPTIMUS FINANCE LIMITED

Optimus Finance Limited								
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	34,45,197	3,16,508	9.1869	3,16,508	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		3,16,508	9.1869	3,16,508	0	100.0000	0.0000
Total		74,72,300	43,43,611	58.1295	43,43,611	0	100.0000	0.0000

OPTIMUS FINANCE LIMITED

Optimus Finance Limited								
Resolution No. 3: Re-appointment of Mr. Deepak Raval (DIN: 01292764) as a Whole time 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	34,45,197	3,16,508	9.1869	3,16,508	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		3,16,508	9.1869	3,16,508	0	100.0000	0.0000
Total		74,72,300	43,43,611	58.1295	43,43,611	0	100.0000	0.0000

OPTIMUS FINANCE LIMITED

Optimus Finance Limited								
Resolution No. 4: Re-appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director for the second term.								
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	34,45,197	3,16,508	9.1869	3,16,508	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		3,16,508	9.1869	3,16,508	0	100.0000	0.0000
Total		74,72,300	43,43,611	58.1295	43,43,611	0	100.0000	0.0000

OPTIMUS FINANCE LIMITED

Optimus Finance Limited								
Resolution No. 5: Approval for Material Related Party Transaction(s) for Financial Year 2024-25.								
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		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0.0000	0	0	0.0000	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	34,45,197	3,16,508	9.1869	3,16,508	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		3,16,508	9.1869	3,16,508	0	100.0000	0.0000
Total		74,72,300	3,16,508	4.2358	3,16,508	0	100.0000	0.0000

OPTIMUS FINANCE LIMITED



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

H. M. Mehta & Associates
Company Secretaries

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,
32nd 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 14th August, 2023 ("**Notice**") issued in accordance with the applicable circulars issued by both MCA and SEBI ("**MCA and SEBI Circulars**") calling the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility. The AGM was convened on Saturday, 30th September, 2023 at 04:30 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 32nd 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 32nd 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 32nd AGM.

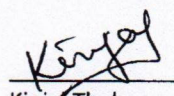
3. Further to above, I submit my report as under:

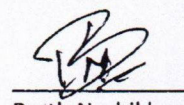
- 3.1 The Company had sent Notice dated 14th August, 2023 convening the 32nd AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2022-23 by electronic means i.e. on the registered e-mail IDs of the Shareholders on 06th September, 2023, as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 18th August, 2023 (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 Wednesday, 27th September, 2023 9.00 a.m. (IST) to Friday, 29th September, 2023 5.00 p.m. (IST) 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 2022-23 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on 25th August, 2023, 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 2022-23 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on 07th September 2023, 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 Wednesday, 27th September, 2023 (09:00 Hours) to Friday, 29th September, 2023 (17:00 Hours) and that the aforesaid remote e-voting period was completed one day prior to the date of the 32nd AGM which held on Saturday, 30th September, 2023.
- 3.8. The Equity Shareholders holding shares as on the "cut-off-date" i.e. Saturday, 23rd September, 2023 were entitled to vote on the proposed resolutions (Item Nos. 01 to 05) as set out in the Notice of the 32nd 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-Five (25) 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) Mrs. Kinjal Thakur, resident of C-401, Stonegate, Opposite Sangani Skyz, Near Priya Talkies, Vasna Bhayli Road, Vadodara-391410, Gujarat, India and (2) Mr. Parth Nashikkar, resident of A-11, Shree Yamunakunj Society, Darbar Chowkdi, Manjalpur, Vadodara-390011, 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.


Kinjal Thakur
(Witness no. 1)


Parth Nashikkar
(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 32nd 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 32nd 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, 2023.

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	4343611	4343611	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4343611	4343611	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	4343611	4343611	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4343611	4343611	100%	NIL	NIL

SPECIAL BUSINESSES:

Resolution No. 3 – As a Special Resolution:

Re-appointment of Mr. Deepak Raval (DIN: 01292764) as a Whole time 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	4343611	4343611	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4343611	4343611	100%	NIL	NIL

Resolution No. 4 – As a Special Resolution:

Re-appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director for the second term.

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	4343611	4343611	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	4343611	4343611	100%	NIL	NIL

Resolution No. 5 – As a Special Resolution:

Approval for Material Related Party Transaction(s) for Financial Year 2024-25.

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	316508	316508*	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	316508	316508	100%	NIL	NIL

* In the aforesaid Resolution No. 5, being a Special Resolution for the approval for Material Related Party Transaction(s), the Promoters had not casted their respective votes.

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

Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965E001158722

Place: Vadodara
Date: 03.10.2023

Countersigned by:
For Optimus Finance Limited

Deepak Raval
Chairman & Whole time Director

