

Ref: OFL/BSE/2025

Date:03.10.2025

To,  
The Corporate Relations Department  
**BSE Limited**  
Department of Corporate Services  
P J Towers, Dalal Street, Fort,  
Mumbai – 400001.

**Re: Optimus Finance Limited**  
**Scrip Code: 531254**

**Sub.: Declaration of e-voting Results of the 34<sup>th</sup> Annual General Meeting (AGM) of Members of Optimus Finance Limited ('the Company') held on Tuesday, 30<sup>th</sup> September, 2025 through Video Conferencing ('VC').**

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Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with relevant circular(s) issued by the Ministry of Corporate Affairs ('MCA') and Securities of Exchange Board of India ('SEBI') respectively from time to time, as applicable, we hereby submit details regarding the e-voting results of the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on **Tuesday, 30<sup>th</sup> September 2025 at 04:00 P.M. (IST)** 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](http://www.optimusfinance.in) and on the website of Central Depository Services Limited, the agency appointed for the purpose of conducting the remote e-voting and e-voting during the process of AGM at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the same on your records.

Thanking you,

Yours faithfully,  
**For Optimus Finance Limited**

**VRUTI S** Digitally signed  
by VRUTI S SURTI  
**SURTI** Date: 2025.10.03  
16:28:25 +05'30'

Vruti Surti  
Company Secretary

Encl: As above

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**OPTIMUS FINANCE LIMITED**

**Details of the Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

|  |  |
|--|--|
| <b>Date of the AGM/EGM</b>   | <b>Tuesday, 30<sup>th</sup> September 2025.</b>  |
| <b>Total number of shareholders as on record date</b>  | 16704<br>(Sixteen Thousand Seven Hundred Four.)<br><br>The cut-off date being 23 <sup>rd</sup> September 2025. |
| <b>No. of Shareholders present in the meeting either in person or through proxy:</b><br><br>Promoters and Promoters Group:<br><br>Public:                    | Not applicable   |
| <b>No. of Shareholders attended the meeting through Video Conferencing / Other Audio-Visual Means:-</b><br><br>Promoters and Promoters Group:<br><br>Public: | 1<br><br>42  |

**OPTIMUS FINANCE LIMITED**

**Resolution (1)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Ordinary  |                                |  |                                     |                                   |   |   |
|---|---------------------------|---|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No  |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Adoption of the Audited Financial Statements as at 31 <sup>st</sup> March 2025:<br>To receive, consider and adopt the<br>a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2025 and the Reports of the Board of Directors and the Auditors' thereon; and<br>b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2025 and the Report of the Auditors' thereon. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>   | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>  | <b>(2)</b>                     | <b>(3)=[2]/(1)]*100</b>                                | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030  | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970  | 3670938                        | 10.6552  | 3670918                             | 20                                | 99.9995   | 0.0005  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670918</b>                      | <b>20</b>                         | <b>99.9995</b>                                  | <b>0.0005</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>   | <b>43941968</b>                | <b>58.8065</b>   | <b>43941948</b>                     | <b>20</b>                         | <b>100.0000</b>                                 | <b>0.0000</b>                                 |

**Resolution (2)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Ordinary  |                                |  |                                     |                                   |   |   |
|---|---------------------------|---|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No  |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Appointment of Mr. Dipak Raval (DIN:01292764) as a Director liable to retire by rotation. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>   | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>  | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030  | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970  | 3670938                        | 10.6552  | 3670918                             | 20                                | 99.9995   | 0.0005  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670918</b>                      | <b>20</b>                         | <b>99.9995</b>                                  | <b>0.0005</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>   | <b>43941968</b>                | <b>58.8065</b>   | <b>43941948</b>                     | <b>20</b>                         | <b>100.0000</b>                                 | <b>0.0000</b>                                 |

**Resolution (3)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Ordinary  |                                |  |                                     |                                   |   |   |
|---|---------------------------|---|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No  |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Appointment of Mr. Kamal A Lalani, Peer Reviewed Practicing Company Secretary, as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years and fix their remuneration. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>   | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>  | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030  | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970  | 3670938                        | 10.6552  | 3670918                             | 20                                | 99.9995   | 0.0005  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670918</b>                      | <b>20</b>                         | <b>99.9995</b>                                  | <b>0.0005</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>   | <b>43941968</b>                | <b>58.8065</b>   | <b>43941948</b>                     | <b>20</b>                         | <b>100.0000</b>                                 | <b>0.0000</b>                                 |

**Resolution (4)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Special  |                                |  |                                     |                                   |   |   |
|---|---------------------------|--|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | Yes  |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Approval for Material Related Party Transaction(s) for Financial Year 2026-27. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>  | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>   | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970   | 3670938                        | 10.6552  | 3670907                             | 31                                | 99.9992   | 0.0008  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670907</b>                      | <b>31</b>                         | <b>99.9992</b>                                  | <b>0.0008</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>  | <b>3670938</b>                 | <b>4.9127</b>  | <b>3670907</b>                      | <b>31</b>                         | <b>99.9992</b>                                  | <b>0.0000</b>                                 |

**Resolution (5)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Special  |                                |  |                                     |                                   |   |   |
|---|---------------------------|--|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No   |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Authorization to Sell, Lease or Otherwise Dispose of an Undertaking of Company |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>  | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>   | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030   | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970   | 3670938                        | 10.6552  | 3670807                             | 131                               | 99.9964   | 0.0036  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670807</b>                      | <b>131</b>                        | <b>99.9964</b>                                  | <b>0.0036</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>  | <b>43941968</b>                | <b>58.8065</b>   | <b>43941837</b>                     | <b>131</b>                        | <b>99.9997</b>                                  | <b>0.0003</b>                                 |

**Resolution (6)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Special   |                                |  |                                     |                                   |   |   |
|---|---------------------------|---|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No  |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | Increasing Borrowing Limits of the Board of Directors of the Company. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>   | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>  | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030  | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970  | 3670938                        | 10.6552  | 3670818                             | 120                               | 99.9967   | 0.0033  |
|   | Poll                      |   | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |   | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |   | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670818</b>                      | <b>120</b>                        | <b>99.9967</b>                                  | <b>0.0033</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>   | <b>43941968</b>                | <b>58.8065</b>   | <b>43941848</b>                     | <b>120</b>                        | <b>99.9997</b>                                  | <b>0.0003</b>                                 |

**Resolution (7)**

| <b>Resolution required:<br/>(Ordinary/Special)</b>  |                           | Special  |                                |  |                                     |                                   |   |   |
|---|---------------------------|--|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/<br/>promoter group are<br/>interested in the agenda/<br/>resolution?</b> |                           | No   |                                |  |                                     |                                   |   |   |
| <b>Description of the<br/>Resolution under<br/>consideration:</b>                             |                           | To approve conversion of prospective Loans into Equity Shares. |                                |  |                                     |                                   |   |   |
| <b>Category</b>   | <b>Mode of<br/>voting</b> | <b>No. of<br/>shares held</b>                                  | <b>No. of votes<br/>polled</b> | <b>% of votes polled<br/>on outstanding<br/>shares</b> | <b>No. of votes –<br/>in favour</b> | <b>No. of votes –<br/>against</b> | <b>% of votes in favour<br/>on votes polled</b> | <b>% of votes against<br/>on votes polled</b> |
|   |                           | <b>(1)</b>   | <b>(2)</b>                     | <b>(3)=[2]/(1)*100</b>                                 | <b>(4)</b>                          | <b>(5)</b>                        | <b>(6)=[(4)/(2)]*100</b>                        | <b>(7)=[(5)/(2)]*100</b>                      |
| <b>Promoter and<br/>Promoter<br/>Group</b>  | E-Voting                  | 40271030   | 40271030                       | 100.0000   | 40271030                            | 0                                 | 100.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>40271030</b>                | <b>100.0000</b>  | <b>40271030</b>                     | <b>0</b>                          | <b>100.0000</b>                                 | <b>0.0000</b>                                 |
| <b>Public –<br/>Institutions</b>  | E-Voting                  | 0  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>0</b>                       | <b>0.0000</b>  | <b>0</b>                            | <b>0</b>                          | <b>0.0000</b>                                   | <b>0.0000</b>                                 |
| <b>Public – Non-<br/>Institutions</b>   | E-Voting                  | 34451970   | 3670938                        | 10.6552  | 3670901                             | 37                                | 99.9990   | 0.0010  |
|   | Poll                      |  | 0                              | 0.0000   | 0                                   | 0                                 | 0.0000  | 0.0000  |
|   | Postal Ballot             |  | NA                             | NA   | NA                                  | NA                                | NA  | NA  |
|   | <b>Total</b>              |  | <b>3670938</b>                 | <b>10.6552</b>   | <b>3670901</b>                      | <b>37</b>                         | <b>99.9990</b>                                  | <b>0.0010</b>                                 |
| <b>Total</b>  |                           | <b>74723000</b>  | <b>43941968</b>                | <b>58.8065</b>   | <b>43941931</b>                     | <b>37</b>                         | <b>99.9999</b>                                  | <b>0.0001</b>                                 |



**KAMAL LALANI**

(ACS & B.Com)

Practicing Company Secretary  
(Peer Reviewed)

☎ : +91 84602 36562

✉ : cskamal2014@gmail.com

📍 : C 41, Vrajbhoomi Society, B/h Yash Complex  
Gotri Road, Vadodara 390021 Gujarat, India.

**CONSOLIDATED REPORT OF SCRUTINIZER**

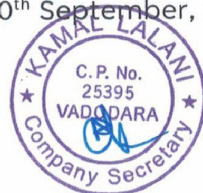
[Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administrations) Rules, 2014, as amended and Regulation 44 Of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairperson of the 34<sup>th</sup> Annual General Meeting ("AGM' ) of the Equity Shareholders of Optimus Finance Limited ("the Company' ) (CIN: L65910GJ1991PLC015044) held on Tuesday, 30<sup>th</sup> September, 2025 at 04:00 P.M. (IST) through Video Conferencing ("VC' )/Other Audio-Visual Means ("OVAM' ).

Dear Sir,

1. I, Kamal A Lalani, Practicing Company Secretary (C. P. No. 25395) having office at 41, Vrajbhoomi Society, B/h Yash Complex Gotri Road, Vadodara- 390021, Gujarat India, have been 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 (the "Act' ) (including any statutory modification or re-enactment thereof for the time being in force) 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 and e-voting during 34<sup>TH</sup> Annual General Meeting ("the AGM' ) in respect of below mentioned resolutions as contained in the Notice dated 13<sup>th</sup> August, 2025 ("Notice") issued in accordance with the various circulars issued by the Ministry of Corporate Affairs (MCA) the latest being 09/2024 dated 19th September, 2024 and by the Securities and Exchange Board of India ('SEBI') the latest being dated October 3, 2024 ("MCA and SEBI Circulars") calling the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility. The AGM was convened on Tuesday, 30<sup>th</sup> September, 2025 at 04:00 P.M. (IST) through VC/ OAVM.



2. The Management of the Company is responsible to ensure the compliance with the requirement 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 ("Listing Regulations' ) as amended from time to time, relating to voting through electronic means on the resolutions contained in the Notice of AGM of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting is restricted to scrutinize the e-voting process in a fair and transparent manner and to make a Scrutinizer's Report for votes cast "in favour' or "against' on the resolutions set forth in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency engaged /appointed by the Company to provide remote e-voting facility through electronic means.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

3. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein in a fair and transparent manner based on the data downloaded from CDSL e-voting system.

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

- 4.1 The Company through its appointed agency had, on Friday, 5<sup>th</sup> September, 2025, sent AGM Notice dated 13<sup>th</sup> August, 2025, along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2024-25 by electronic means i.e., on the registered e-mail IDs of those Equity Shareholders whose names appeared in the Register of Members / Register of Beneficial Owners as on Friday, 29<sup>th</sup> August, 2025 the (Cut-off Date) in compliance with the MCA and SEBI Circulars.



As per the provisions of the Companies Act, 2013, the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. of Tuesday, the 23<sup>rd</sup> September 2025 and as per the Register of Members / Register of Beneficial Owners of the Company.

The Company had availed e-voting facility provided by the CDSL for conducting remote e-voting by the members of the Company prior to the AGM as well as during the AGM.

4.2 The above Notice was also placed on the website of the Company [www.optimusfinance.in](http://www.optimusfinance.in) and websites of the Stock Exchange, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) forthwith after it was sent to the Equity Shareholders.

4.3 The Notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Saturday, 27<sup>th</sup> September, 2025 at 09:00 a.m. and ends on Monday, 29<sup>th</sup> September, 2025 at 05:00 p.m. during which the votes could be cast and also provided the login ID and created facility for generating password with a view to cast vote in a secured manner.

4.4 As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement before dispatch of Notice of the AGM and Annual Report 2024-25 in nationwide daily newspaper in Business Standard (All over India publication in English Newspaper– English Language) and in Loksatta Jansatta (Vernacular Newspaper (Gujarati Language) on Monday, 1<sup>st</sup> September, 2025 specifying the day, date and time of AGM. After dispatch of Notice, an advertisement was published on Saturday, 6<sup>th</sup> September, 2025 in nationwide daily newspaper in Business Standard (English Language Newspaper) and Loksatta Jansatta (Gujarati Language Newspaper) specifying the details of dispatch of the Notice and instructions for e-voting.



- 4.5 The remote e-voting remained open for a period of 3 days i.e. from Saturday, 27<sup>th</sup> September, 2025 at 09:00 a.m. to Monday, 29<sup>th</sup> September, 2025 at 05:00 p.m. and that the aforesaid remote e voting period was completed one day prior to the date of the AGM which was held on Monday, 29th September, 2025.
- 4.6 The Equity Shareholders holding shares as on the “cut-off-date’ i.e., Tuesday, 23<sup>rd</sup> September 2025 were entitled to vote on the proposed resolutions as set out in the Notice of AGM of the Company either through remote e-voting or through e-voting during the AGM.
- 4.7 The attendance of Forty-Three (43) Equity Shareholders was registered who attended the AGM through VC as per the MCA Circulars.
- 4.8 After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized.
- 4.9 Thereafter, the votes cast through remote e-voting as well as e-voting at the AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, (1) Mr. Divya Vaswani, and (2) Ms. Vaishali Solanki, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.

**Ms. Divya Vaswani**

**Ms. Vaishali Solanki**

- 4.10 Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted “for’, “against’ of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com).

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

5. Based on the Report of OPTIMUS FINANCE LIMITED generated from the e-voting website of CDSL, I hereby submit my report on the result of the remote e-voting prior to and during the AGM in respect of the resolutions as under:

**Type of Business: - Ordinary Business**

**Resolution No. 1: Ordinary Resolution**

**ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2025:**

| Particulars of mode of voting | Total number of valid votes cast | Votes in favour of the resolution |                                     |                                       | Votes against the resolution |                                     |                                       |
|-------------------------------|----------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------------------|-------------------------------------|---------------------------------------|
|                               |                                  | Number of Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 68                                | 4,39,41,948                         | 99.999954                             | 1                            | 20                                  | 0.000046                              |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>68</b>                         | <b>4,39,41,948</b>                  | <b>99.999954</b>                      | <b>1</b>                     | <b>20</b>                           | <b>0.000046</b>                       |



**Type of Business: - Ordinary Business**

**Resolution No. 2: Ordinary Resolution**

**APPOINTMENT OF MR. DIPAK 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 Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 68                                | 4,39,41,948                         | 99.999954                             | 1                            | 20                                  | 0.000046                              |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>68</b>                         | <b>4,39,41,948</b>                  | <b>99.999954</b>                      | <b>1</b>                     | <b>20</b>                           | <b>0.000046</b>                       |



Type of Business: - Special Business

**Resolution No. 3: Ordinary Resolution**

**APPOINTMENT OF MR. KAMAL A LALANI, PEER REVIEWED PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND FIX THEIR REMUNERATION:**

| Particulars of mode of voting | Total number of valid votes cast | Votes in favour of the resolution |                                     |                                       | Votes against the resolution |                                     |                                       |
|-------------------------------|----------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------------------|-------------------------------------|---------------------------------------|
|                               |                                  | Number of Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 68                                | 4,39,41,948                         | 99.999954                             | 1                            | 20                                  | 0.000046                              |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>68</b>                         | <b>4,39,41,948</b>                  | <b>99.999954</b>                      | <b>1</b>                     | <b>20</b>                           | <b>0.000046</b>                       |



**Type of Business: - Special Business**

**Resolution No. 4: Special Resolution**

**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS(S) FOR FINANCIAL YEAR 2026-27:**

| Particulars of mode of voting | Total number of valid votes cast | Votes in favour of the resolution |                                     |                                       | Votes against the resolution |                                     |                                       |
|-------------------------------|----------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------------------|-------------------------------------|---------------------------------------|
|                               |                                  | Number of Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 36,70,938                        | 66                                | 36,70,907                           | 99.9992                               | 2                            | 31                                  | 0.0008                                |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>36,70,938</b>                 | <b>66</b>                         | <b>36,70,907</b>                    | <b>99.9992</b>                        | <b>2</b>                     | <b>31</b>                           | <b>0.0008</b>                         |



**Type of Business: - Special Business**

**Resolution No. 5: Special Resolution**

**AUTHORIZATION TO SELL, LEASE OR OTHERWISE DISPOSE OF AN UNDERTAKING OF COMPANY:**

| Particulars of mode of voting | Total number of valid votes cast | Votes in favour of the resolution |                                     |                                       | Votes against the resolution |                                     |                                       |
|-------------------------------|----------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------------------|-------------------------------------|---------------------------------------|
|                               |                                  | Number of Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 66                                | 4,39,41,837                         | 99.9997                               | 3                            | 131                                 | 0.0003                                |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>66</b>                         | <b>4,39,41,837</b>                  | <b>99.9997</b>                        | <b>3</b>                     | <b>131</b>                          | <b>0.0003</b>                         |



Type of Business: - Special Business

**Resolution No. 6: Special Resolution**

**INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS 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 Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 67                                | 4,39,41,848                         | 99.9997                               | 2                            | 120                                 | 0.0003                                |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>67</b>                         | <b>4,39,41,848</b>                  | <b>99.9997</b>                        | <b>2</b>                     | <b>120</b>                          | <b>0.0003</b>                         |



**Type of Business: - Special Business**

**Resolution No. 7: Special Resolution**

**TO APPROVE CONVERSION OF PROSPECTIVE LOANS INTO EQUITY SHARES:**

| Particulars of mode of voting | Total number of valid votes cast | Votes in favour of the resolution |                                     |                                       | Votes against the resolution |                                     |                                       |
|-------------------------------|----------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------------------|-------------------------------------|---------------------------------------|
|                               |                                  | Number of Members Voted           | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast | Number of Members Voted      | Number of Valid Votes Cast (Shares) | % of total number of valid votes cast |
| Remote E-voting               | 4,39,41,968                      | 66                                | 4,39,41,931                         | 99.9999                               | 3                            | 37                                  | 0.0001                                |
| E-voting during AGM           | 0                                | 0                                 | 0                                   | 0                                     | 0                            | 0                                   | 0                                     |
| <b>Total Voting</b>           | <b>4,39,41,968</b>               | <b>66</b>                         | <b>4,39,41,931</b>                  | <b>99.9999</b>                        | <b>3</b>                     | <b>37</b>                           | <b>0.0001</b>                         |

**Note:**

1. The Equity Shareholders who abstained from voting were not considered.
2. All the above-mentioned resolutions have been passed with requisite majority.
3. Those who have multiple folio number with same PAN have been clubbed and considered as single person in counting of number of members voted.
4. The register and all other related papers shall remain in my safe custody until the Chairperson consider, approves and signs the minutes and thereafter, I shall hand over register and all other related papers to the Company Secretary of the Company.

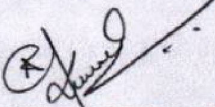


**CS KAMAL A LALANI**  
**Practicing Company Secretary**

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Thanking You,

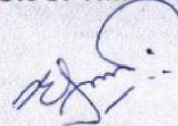
Yours faithfully,



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**KAMAL A LALANI**  
**PRACTICING COMPANY SECRETARY**  
ACS: 37774 (C. P. No.: 25395)  
PEER REVIEW NO:6618/2025  
UDIN: A037774G001433146  
Date: 03/10/2025  
Place: Vadodara

**COUNTERSIGNED BY:**  
**FOR OPTIMUS FINANCE LIMITED**



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**MR. DIPAK RAVAL**  
**CHAIRMAN & WHOLE TIME DIRECTOR**  
**DIN.: 01292764**