



Ref: OFL/BSE/2025

Date: 24.02.2025

To,

BSE Limited

Corporate Relations Department

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400001.

Re: Optimus Finance Limited

Scrip Code: 531254

Subject: Voting Results of Postal Ballot (Remote E-voting) and Scrutinizer Report thereon.

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,

In continuation of our Letter dated 21st January, 2025, submitting the Notice of Postal Ballot dated 16th January, 2025, issued to the members of the Company for seeking their approval by way of Ordinary Resolution for the following matters:

Sr. No.	Description of the Resolutions
01.	Sub-division/Split of Equity Shares of the Company.
02.	Alteration of Capital Clause of the Memorandum of Association of the Company.

Mr. Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. FCS - 4965 & Certificate of Practice No. 2554), was appointed as Scrutinizer to conduct the process of remote e-voting in fair and transparent manner.

The remote e-voting period expired on 21st February, 2025 at 5.00 P.M. (IST).

Based on the report given by Scrutinizer, we are enclosing herewith the details of e-voting results on the said Ordinary Resolution(s), as per the format specified under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Resolution as mentioned in the Postal Ballot Notice dated 16th January, 2025 has been passed, with the requisite majority, on 21st February, 2025 (being the last date of e-voting).

OPTIMUS FINANCE LIMITED

Regd. Off.: 504A, "OZONE", Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003, Gujarat, India.

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

Website: www.optimusfinance.in



The e-voting results (**Annexure I**) and the Scrutinizer's Report on e-voting results (**Annexure II**) are enclosed herewith and the same is also being placed on the website of the Company at www.optimusfinance.in and on the website of the e-voting agency (Central Depository Services (India) Limited) i.e. www.evotingindia.com.

You are requested to take the aforesaid information on your record.

Thanking you,

Yours faithfully,

For Optimus Finance Limited

Dipak Raval

Whole Time Director

Encl: As above

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

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on 21 st February, 2025 - being last day of e-voting)
Total number of shareholders as on record date (Cut off date: 17.01.2025)	3149 (Three Thousand One Hundred Forty Nine)
No. of Shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing: -	Not applicable
Promoters and Promoters Group:	
Public:	

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Optimus Finance Limited								
Resolution No. 1: Sub-division/Split of Equity Shares of the Company.								
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 outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] x100	(7)= [(5)/(2)] x100
Promoter and Promoter Group	E-voting	4027103	4027103	100.0000	4027103	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4027103	100.0000	4027103	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		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-Non Institutions	E-voting	3445197	938958	27.2541	938658	300	99.9680	0.0320
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938958	27.2541	938658	300	99.9680	0.0320
Total		7472300	4966061	66.4596	4965761	300	99.9940	0.0060

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Website: www.optimusfinance.in

Optimus Finance Limited								
Resolution No. 2: Alteration of Capital Clause of the Memorandum of Association of the Company.								
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 outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] x100	(7)= [(5)/(2)] x100
Promoter and Promoter Group	E-voting	4027103	4027103	100.0000	4027103	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4027103	100.0000	4027103	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		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-Non Institutions	E-voting	3445197	938958	27.2541	938658	300	99.9680	0.0320
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938958	27.2541	938658	300	99.9680	0.0320
Total		7472300	4966061	66.4596	4965761	300	99.9940	0.0060

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Website: www.optimusfinance.in



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

H. M. Mehta & Associates
Company Secretaries
(Peer Reviewed Firm)

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
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 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the Postal Ballot, only by way of remote e-voting process, in respect of resolutions contained in the notice dated January 16th, 2025 ("**Notice**") issued in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).
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**"), as amended from time to time, relating to voting through electronic means on the resolutions contained in the Notice of Postal Ballot of the Company. My responsibility as a scrutinizer for the remote e-voting is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolutions set forth in the Notice of the Postal Ballot 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 for voting through electronic means in respect of the resolutions as set out in the Notice of Postal Ballot of the Company.

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

3.1. The Company through its appointed agency had, on Tuesday, January 21st, 2025, sent Postal Ballot Notice dated January 16th 2025 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 by electronic means i.e. on the registered e-mail IDs of those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, January 17th, 2025 (being cut-off-date).

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 number of shares held by the concerned members. 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 members of the Company on resolutions as set out in the Notice of Postal Ballot of the Company.

3.3. The above Notice was also placed on the website of the Company (www.optimusfinance.in) and website of the Stock Exchange, that is, BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com> 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 Thursday, January 23rd, 2025 (09:00 Hours) to Friday, February 21st, 2025 (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.

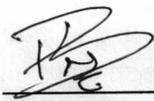
3.5. As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch of Postal Ballot Notice in e-mode in nationwide daily newspaper in "Financial Express" (English language) and in "Financial Express" (Gujarati language) on Wednesday, January 22nd, 2025 and it carried the required information as specified in the said Rules.

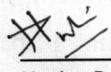
3.6. The remote e-voting remained open for a period of 30 days i.e. from Thursday, January 23rd, 2025, (10:00 Hours) to Friday, February 21st, 2025 (17.00 Hours).

3.7. The members holding shares as on the "cut-off-date" i.e. Friday, January 17th, 2025 were entitled to vote on the proposed resolutions as set out in the Postal Ballot Notice of Optimus Finance Limited through remote e-voting.

3.8. 40 Members had cast their votes on the remote e-voting platform till Friday, February 21st, 2025, (17.00 Hours) (being last date of casting e-vote).

3.9. After completion of e-voting period on Friday, February 21st, 2025 (17.10 Hours), the data of e-voting was diligently scrutinized. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting in the presence of two witnesses, (1) Mr. Parth Nashikkar, resident of A-11, Shree Yamunakunj Society, 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


Harita Patel

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

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

4. 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 in respect of each resolution as under:

Resolution No. 1: Ordinary resolution

Sub-division/Split of Equity Shares of the Company:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 [**'Act'**] read with the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules, if any, including any statutory modification(s) or re-enactment thereof for the time being in force, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof, for the time being in force and in accordance with the Memorandum and Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) in this respect and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 [One] Equity Share of the Company having face value of Rs. 10/- [Rupees Ten Only] each fully paid into 10 [Ten] Equity Shares of the Company having face value of Re. 1/- [Rupee One Only] each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of face value of Rs. 10/- [Rupees Ten Only] each shall stand sub-divided into 10 [Ten] Equity Shares of face value of Re. 1/- [Rupee One Only] each, from the record date as may be fixed by the Board of Directors of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- [Rupees Ten Only] each of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division/split of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital having Equity Shares of face value of Rs.10/- [Rupees Ten Only] each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

H. M. MEHTA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Type of Capital	Pre-sub-division/split			Post-sub-division/split		
	No. of shares	Face Value [in Rs.]	Total Share Capital [in Rs.]	No. of shares	Face Value [in Rs.]	Total Share Capital [in Rs.]
Authorized Share Capital	75,00,000	10/-	7,50,00,000/-	7,50,00,000	1/-	7,50,00,000/-
Issued, Paid-up and Subscribed Capital	74,72,300	10/-	7,47,23,000/-	7,47,23,000	1/-	7,47,23,000/-

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid and with effect from the Record Date:

- i. for the equity shares held in **physical form**, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- [Rupees Ten only] each, fully paid-up, shall be deemed to have been automatically cancelled and be of no effect and that the Board/Registrar and Share Transfer Agents ['RTA'] of the Company, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s)/Letter of Confirmation(s) in lieu of existing Share Certificate(s) in compliance with the prevailing laws/guidelines in this regard; and
- ii. for the equity shares held in **dematerialized form**, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Director(s) and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions or difficulties that may arise with regard to the sub-division of the Equity Shares as aforesaid and to carry out or execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents and e-forms with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Compliance Officer, either physically or through digital signature, wherever required, be forwarded to the concerned authorities for necessary action."

H. M. MEHTA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

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	4966061	4965761	99.99%	300	0.01%
Total voting	4966061	4965761	99.99%	300	0.01%

Resolution No. 2: Ordinary resolution

Alteration of Capital Clause of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder [**‘Act’**] including any statutory modification(s) or re-enactment(s) thereof, the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, on recommendation of the Board of Directors of the Company and subject to such other approvals, permissions and sanctions including from the Central Government, if any, as may be required, the consent of Members of the Company be and is hereby accorded for substituting the existing Capital Clause of the Memorandum of Association of the Company with the following new Capital Clause:

“V. The Authorised Share Capital of the Company is Rs. 7,50,00,000/- [Rupees Seven Crores Fifty Lakhs] divided into 75,000,000 [Seven Crores Fifty Lakhs] Equity Shares of Re. 1/- [Rupee One Only] each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director(s) and/or the Company Secretary of the Company, be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out or execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents and e-forms with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members

RESOLVED FURTHER THAT copy of the above resolution, certified to be true by any Director and/or the Compliance Officer, either physically or through digital signature, wherever required, be forwarded to the concerned authorities for necessary action.”

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	4966061	4965761	99.99%	300	0.01%
Total voting	4966061	4965761	99.99%	300	0.01%

H. M. MEHTA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

5. The above-mentioned resolutions 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 Secretarial Department of the Company.

Thanking you,
Yours sincerely,

For H. M. Mehta & Associates
Company Secretaries

HEMANG
MEHTA

Digitally signed by HEMANG MEHTA
DN: cn=PERSONAL,
pseudonym=8e345c4f6cb4a0d9ebda4d
74cf1a41b,
c.2.4.20=69d3e874ca30d25492fc2c01bc
b0eb97c516924b075a29d1a67f6c8620
c051, postalCode=390007, st=GUJARAT,
serialNumber=6a7d3f524846460299844
345ba4133195a7480d592a772263a74fd
e869532b06, cn=HEMANG MEHTA
Date: 2025.02.24 11:46:05 +05:30'

Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965F003989088

Place: Vadodara
Date: 24.02.2025

Countersigned by:
For Optimus Finance Limited

DIPAK
VRAJLAL
RAVAL

Digitally signed by
DIPAK VRAJLAL
RAVAL
Date: 2025.02.24
12:38:39 +05'30'

Dipak Raval
Whole Time Director
DIN: 01292764