

Ref: OFL/BSE/2024
Date: 1st October 2024

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
Scrip Code: 531254

Sub.: Declaration of e-voting Results of the 33rd Annual General Meeting (AGM) of Members of Optimus Finance Limited ('the Company') held on Monday, 30th September 2024 through Video Conferencing ('VC').

Dear Sir / Ma'am,

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 33rd Annual General Meeting (AGM) of the Members of the Company held on **Monday, 30th September 2024 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 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.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Optimus Finance Limited

Krati Gupta
Company Secretary & Compliance Officer

Encl: As above

OPTIMUS FINANCE LIMITED

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

Date of the AGM/EGM	Monday, 30th September 2024.
Total number of shareholders as on record date	3327 (Three Thousand Three Hundred Twenty-Seven only) The cut-off date being 23 rd September 2024.
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing / Other Audio-Visual Means:- Promoters and Promoters Group: Public:	1 27

OPTIMUS FINANCE LIMITED

Resolution (1)

Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No
Description of the Resolution under consideration:	Adoption of the Audited Financial Statements as at 31 st March 2024: To receive, consider and adopt the <ul style="list-style-type: none"> a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 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 31st March 2024 and the Report of the Auditors' thereon.

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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		40,27,103	100.0000	40,27,103	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		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting	34,45,197	10,17,953	29.5470	10,17,953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,17,953	29.5470	10,17,953	0	100.0000	0.0000
Total		74,72,300	50,45,056	67.5168	50,45,056	0	100.0000	0.0000

Resolution (2)

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Description of the Resolution under consideration:		Appointment of Mr. Dipak Raval having DIN: 01292764 as a director liable to retire by rotation.						
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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		40,27,103	100.0000	40,27,103	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		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non- Institutions	E-Voting	34,45,197	10,17,953	29.5470	10,17,953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,17,953	29.5470	10,17,953	0	100.0000	0.0000
Total		74,72,300	50,45,056	67.5168	50,45,056	0	100.0000	0.0000

Resolution (3)

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Description of the Resolution under consideration:		Increase in Remuneration of Mr. Dipak Raval, Whole time Director (DIN: 01292764).						
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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,27,103	40,27,103	100.0000	40,27,103	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		40,27,103	100.0000	40,27,103	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		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non- Institutions	E-Voting	34,45,197	10,17,953	29.5470	10,17,953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,17,953	29.5470	10,17,953	0	100.0000	0.0000
Total		74,72,300	50,45,056	67.5168	50,45,056	0	100.0000	0.0000

Resolution (4)

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Yes						
Description of the Resolution under consideration:		Approval for Material Related Party Transaction(s) for Financial Year 2025-26.						
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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,27,103	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
	Total		0	0.0000	0	0	0.0000	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		NA	NA	NA	NA	NA	NA
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non- Institutions	E-Voting	34,45,197	10,17,953	29.5470	10,17,953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,17,953	29.5470	10,17,953	0	100.0000	0.0000
Total		74,72,300	10,17,953	13.6230	10,17,953	0	100.0000	0.0000



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,
33rd 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 during 33rd Annual General Meeting of its Equity Shareholders ("**the AGM**") as contained in the notice dated 13th August, 2024 ("**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 Monday, 30th September, 2024 at 04:00 P.M. (IST) through VC / OAVM.
2. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") relating to voting through electronic means on the resolutions contained in the Notice of the 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 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 AGM.

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

3.1 The Company had sent Notice dated 13th August, 2024 convening AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2023-24 by electronic means i.e. on the registered e-mail IDs of the Shareholders on 06th September, 2024, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 30th August, 2024 (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 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 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 Friday, 27th September, 2024 at 9.00 a.m. (IST) to Sunday, 29th September, 2024 at 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 2023-24 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Loksatta Jansatta" (Gujarati language) on 30th August, 2024 and it carried the required information as specified in the said Rules.

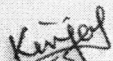
3.6 As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatched of Notice of the AGM and Annual report 2023-24 in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Loksatta Jansatta" (Gujarati language) on 07th September, 2024 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 Friday, 27th September, 2024 at 9.00 a.m. (IST) to Sunday, 29th September, 2024 at 5.00 p.m. (IST) and that the aforesaid remote e-voting period was completed one day prior to the date of the AGM which held on Monday, 30th September, 2024.

3.8 The Equity Shareholders holding shares as on the "cut-off-date" i.e. Monday, 23rd September, 2024 were entitled to vote on the proposed resolutions (Item Nos. 01 to 04) as set out in the Notice of AGM dated 13th August, 2024 of the Company either through remote e-voting or through e-voting during the AGM.

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

- 3.10. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized. Thereafter, data of e-voting were reconciled with the records maintained by the Link Intime India Private Limited, Vadodara, Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during AGM.
- 3.11. Thereafter, the votes cast through remote e-voting as well as e-voting at AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, (1) 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 voted "for", "against" each of the resolutions 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. None of the votes were declared invalid.

4. Based on the Reports generated from the e-voting website of CDSL at the AGM of the Company, I hereby submit my Consolidated Report on the result of the remote e-voting together with that of e-voting during the 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 of 31st March, 2024.

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	50,45,056	50,45,056	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	50,45,056	50,45,056	100%	NIL	NIL

Resolution No. 2 – As an Ordinary Resolution:

Appointment of Mr. Dipak Raval having 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	50,45,056	50,45,056	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	50,45,056	50,45,056	100%	NIL	NIL

SPECIAL BUSINESSES:

Resolution No. 3 – As a Special Resolution:

Increase in Remuneration of Mr. Dipak Raval, Whole time Director (DIN: 01292764).

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	50,45,056	50,45,056	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	50,45,056	50,45,056	100%	NIL	NIL

Resolution No. 4 – As a Special Resolution:

Approval for Material Related Party Transaction(s) for Financial Year 2025-26.

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	10,17,953	10,17,953	100%	NIL	NIL
E-voting during AGM	NIL	NIL	NIL	NIL	NIL
Total voting	10,17,953	10,17,953	100%	NIL	NIL

* In the aforesaid Resolution No. 4, 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.

