

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED
(FORMERLY KNOWN AS
TRANSPEK FINANCE LIMITED)

25th ANNUAL REPORT
2015-16

REGISTERED OFFICE :
"301, ATLANTIS HERITAGE"
DR. VIKRAM SARABHAI MARG, VADI-WADI
VADODARA-390003
CIN : L65910GJ1991PLC015044

OPTIMUS FINANCE LIMITED

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BOARD OF DIRECTORS

Mr. Deepak Raval	Whole Time Director
Mr. Pankaj Parikh	Director
Mr. Gaurang Sanghavi	Director - Independent
Mrs. Mansi Desai	Director - Independent (Appointed w.e.f. 20/10/2015)
Mrs. Menka Jha	Director - Independent (Ceased w.e.f. 30/09/2015)
Mr. Deepak Raval	Company Secretary

AUDITORS :

CNK & ASSOCIATES LLP
Chartered Accountants,
Vadodara

REGISTERED OFFICE :

301, Atlantis Heritage, Dr. Vikram Sarabhai Marg,
Vadi-Wadi,
Vadodara - 390 023.

REGISTRAR AND SHARE TRANSFER AGENTS :

LINK INTIME PVT. LIMITED
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Nr. Radha Krishna Char Rasta,
Akota, Vadodara - 390 020.

BANKERS :

- | | | |
|--|---|--|
| 1. Axis Bank Limited
Race Course Circle,
Vadodara - 390 001. | 2. Tamilnad Merchantile
Bank Limited
Alkapuri, Vadodara - 07. | 3. Union Bank of India
Alkapuri,
Vadodara - 390 007. |
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OPTIMUS FINANCE LIMITED

NOTICE

NOTICE is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of OPTIMUS FINANCE LIMITED will be held on Friday, the 30th day of September, 2016 at 11.00 A.M. at its Registered Office situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390 003, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2016, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Pankaj Parikh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s. CNK & Associates, LLP, Chartered Accountants having ICAI Firm Registraon No. 101961W as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual general Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re- imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS :

4. To consider and, if thought, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the me being in force) and Regulation-17(1)(a) of the SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company, Smt. Mansi Desai (holding DIN 06950148), who was appointed as Additional Director of the Company by the Board of Directors on 20.10.2015 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Smt. Mansi Desai as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 20.10.2015 to 19.10.2020 whose period of office shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Place: Regd. Office:
301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg,
Vadi-wadi, VADODARA-390003

By Order of the Board,
For: Optimus Finance Limited

Date: 16th August, 2016

(Deepak Raval)
WTD & Company Secretary
DIN: 01292764

OPTIMUS FINANCE LIMITED

Details of Director/s seeking appointment / re-appointment at the forthcoming Annual General Meeting

(Pursuant to SEBI-LODR Regulations, 2015)

Name of Director	Mrs. Mansi Desai
Date of Birth	10 th August, 1983
Date of Appointment on the board	20 th October, 2015
Qualification	MBA (HR)
Experience	HR, Administration & General Management
Number of shares held in the company	Nil
List of Directorship held in other companies	Nil
Chairman/Member in the Committees of the Board of companies in which he/she is	Member-02

OPTIMUS FINANCE LIMITED

NOTES:

1. The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 27th day of September, 2016 to, Friday, 30th day of September, 2016 (both days inclusive) for annual closing.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the meeting fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. Shri Pankaj Parikh, Director will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
6. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
7. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
8. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
9. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report /notice for attending the meeting.

OPTIMUS FINANCE LIMITED

10. E–Voting:

The Company has provided remote e-voting (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited, as an alternate, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 25th Annual General Meeting of the Company dated 16th August, 2016

The facility for voting either through electronic means system or through ballot/polling paper shall also be made available at the venue of the 25th AGM. The members attending the meeting, who have not already cast their votes through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/S. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E–Voting is optional. In terms of requirement of the Companies Act, 2013 and relevant Rules, the Company has fixed 23rd September, 2016 as the 'Cut-off Date. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them on the Cut-off Date i.e. 23rd September, 2016 only.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The remote e-voting period begin on 27.09.2016 at 9.00 a.m. (IST) and ends on 29.09.2016 at 5.00 p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23.09.2016 may cast their votes electronically. The remote e- voting module shall be disabled by CDSL for voting after 5.00p.m (IST) on 29.09.2016.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders” tab. (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. (vii) If you are a first time user follow the steps given below:

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PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. <p>Please Note-If your name in the Register of Members of the Company starts with any Prefix like "Dr." "Mr.", "Mrs.", "Shri", "Smt etc., then please use the first two letters of the Prefix. If the second letter in your name contains any special character, then use the number 0 in its place. For exact name, please refer the Address Slip.</p>
DOB Or Dividend Bank Details	<p>Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or enter the Dividend Bank Details as recorded with your DP/RTA.</p> <p>Pease note – in respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA should enter No. of shares held by you as on the cut-off date i.e 23-09-2016 in Bank details column.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name i.e. OPTIMUS FINANCE LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xix) Note for Non-Individual Shareholder and Custodians
 - Non-Individual Shareholder (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27.09.2016 (9 a.m.) and ends on 29.09.2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2016 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General:

- (a) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (b) Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (c) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23.09.2016.

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- (d) Mr. Hemang M. Mehta, Practising Company Secretary, Vadodara, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (e) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (f) The results shall be declared on or after the AGM of the Company. The e-voting results along with the scrutinizer's report shall be placed on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
 - (g) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
 - (h) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - (i) Members opting to vote in physical form should send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, in the enclosed postage pre-paid self addressed envelope not later than 29.09.2016 (5.00 p.m. IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
Members have the option to request for a physical copy of the Ballot Form by sending an e-mail to opmusfinance@yahoo.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 29.09.2016 (5.00 p.m. IST).
Ballot Forms received after this date will be treated as invalid.
 - (j) A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
15. During the year under review, the Company has appointed M/s. Link Intime Pvt. Limited as its Registrar and Transfer Agent (RTA) having their administrative office situated at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radha Krishna Char Rasta, Akota Vadodara -390 020 in the State of Gujarat. The aforesaid RTA is handling registry work in respect of shares held both in physical form and in electronic/demats form. All requests for transfer of Equity Shares and allied matters along with the relevant transfer deeds and shares certificates should be sent either to the RTA or at the registered office of the Company.
16. Members are requested to intimate the Company of queries, if any, regarding these accounts / notice at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the meeting.
17. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of transferee(s), surviving holder(s), legal heirs(s) and joint holder(s) respectively, along with necessary document at the time of lodgment of request for transfer/ transmission / transposition, is mandatory.

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18. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, dividends for the financial year ended 31st March, 1998, 31st March, 1999 and lastly for the year ended 31st March, 2000, which remained unclaimed for a period of seven years had been respectively transferred by the company to the investor Education and Protection Fund established by the central Government pursuant to Section 205C of the Companies Act, 1956.
Kindly, note that as such said unclaimed dividends had already been transferred to the Investors Education and Protection Fund, no claims shall lie against the Company or the said Fund.
19. The Company had in November, 2002, transferred the balance lying in the Refund Order Account for the Equity Shares issued in 1995 to the Investor Education and Protection Fund.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 4

The Board of Directors at their meeting held on 20.10.2015, appointed Mrs. Mansi Desai as an Additional Director of the Company to take effect from 20.10.2015. Smt. Mansi Desai holds office for five consecutive years from 20th October, 2015 to 19th October, 2020 whose period of office shall not be liable to determination by retirement by rotation. Under Section 160 of the Companies Act, 2013; the Company has received requisite notice from a Member proposing the candidature of Mrs. Mansi Desai for the office of Director.

Smt. Mansi Desai, aged 33 years, holds a Master degree in Business Administration (HR) and possesses rich of experience in the field of HR Management and Administration.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Mansi Desai as an Independent Director. Accordingly, the Board recommends this resolution.

Except Smt. Mansi Desai no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 04 of the Notice.

Place: Regd. Office:
301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg,
Vadi-wadi, Vadodara – 390 003

**By Order of the Board,
For Optimus Finance Limited**

Date: 16.08.2016

**Deepak Raval
WTD & Company Secretary
DIN: 01292764**

OPTIMUS FINANCE LIMITED

DIRECTORS' REPORT

To,
The Members,

The Directors are pleased to present the Twenty Fifth Annual Report and the Audited Accounts of the Company for the year ended on 31st March, 2016.

1. FINANCIAL RESULTS

(Rs. in lacs)

Particulars	31.03.2016	31.03.2015
Operating Revenue	181.64	38.55
Others	8.11	00.13
Total Income	189.75	38.68
Expenditure	211.76	37.78
Finance Charges	10.49	17.55
Gross Profit/ (Loss) after interest but before depreciation , taxation and exceptional items	(32.50)	(16.65)
Depreciation	0.00	4.30
Exceptional Items		
Profit/Loss on sale of Assets / Investments (Net)	0.00	29.16
Profit / (Loss) before Tax	(32.50)	(50.11)
Provision for tax (current)	4.92	8.04
Deferred Tax Added back/written off	NIL	NIL
Profit / (Loss) for the year	(37.42)	(58.15)
Earning per Equity Share		
Basic	(1.05)	(1.63)

2. DIVIDEND:

In view of carried forward losses, your Directors do not recommend any dividend on the Equity Share Capital

3. OPERATIONAL HIGHLIGHTS AND PROSPECTS:

The Company earned income of Rs. 189.75 lacs compared to Rs. 38.68 lacs in the previous year. The other income is Rs. 8.11 lacs compared to Rs.0.13 lacs in the previous year.

PROSPECTS:

The present Management has acquired Control of the Company from July-2015 and is poised to new business opportunities

OPTIMUS FINANCE LIMITED

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, no unclaimed or unpaid Dividend relating to any previous financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

5. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs. 3,57,23,000/-. Board of Directors of the company, as per Members approval obtained at their EGM on 30th April, 2016, has issued 20,00,000 Convertible Equity warrants convertible in equal number of equity shares @ Rs. 30 per share including premium of Rs. 20 per share to the Promoter and non-promoter on preferential basis in terms of SEBI-ICDR Regulations.

6. MATERIAL CHANGES

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since your Company is not a manufacturing Company, the statement with respect to conservation of energy, technology absorption is not applicable to the Company. The Company has neither earned nor used any foreign exchange during the year under review.

8. RISK MANAGEMENT

The Company has framed a Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations.

9. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility were not attracted to the Company for the financial year 2015-16.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the furnishing above information is not applicable.

OPTIMUS FINANCE LIMITED

11. RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business.

There were materially significant related party transactions with the Company's Promoters and Directors, which had been entered into after seeking approval of the members.

Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure-I.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement.

12. DIRECTORS

Pursuant to the provisions of the section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Mansi Desai is appointed as Additional Director in the category of Independent Director with effect from 20.10.2015 and shall hold office only up to the date of this Annual General Meeting and being eligible, it is proposed to make her appointment as regular director of the Company, not liable to retire by rotation.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Shri Pankaj Parikh, Director retires by rotation and offers himself for reappointment.

Mrs. Menka Jha, Director has resigned from her post w.e.f. 30th September, 2015.

12.1 BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

12.2 REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report, attached herewith.

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12.3 MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 6 (six) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The required particulars of various Committees are stated in the Corporate Governance Report, attached herewith.

12.4 DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

13. AUDIT COMMITTEE AND VIGIL MECHANISM

The composition and other particulars of Audit Committee are provided in the Corporate Governance Report, attached herewith.

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

14. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

OPTIMUS FINANCE LIMITED

15. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure II and the same is attached to this Report.

16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The details of financial performance of Subsidiary is furnished in Annexure-IV and attached to this report.

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. AUDITORS

18.1 STATUTORY AUDITORS

M/s. CNK & Associates, LLP, Chartered Accountants Vadodara, being the Auditors of the Company concludes at the ensuing Annual General Meeting and they have expressed their willingness for re-appointment at the ensuing 25th Annual General Meeting. The necessary consent and eligibility certificate as required under Section 141 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 has been received from them. As required by the LODR Regulations & Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

18.2 SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S. H. M. Mehta & Associates, a Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure III".

18.3 INTERNAL AUDITORS

M/s D.P. Consultancy, Accounts Consultants, Vadodara performed the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

19. OBSERVATION OF AUDITORS

There is no qualifications, reservations or adverse remarks made by either the Auditors or by the Practicing Company Secretary in their respective reports.

OPTIMUS FINANCE LIMITED

20. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

23. Change in Share Transfer Agent

The Board at its meeting held on 26th May, 2016 has decided to appoint M/s Link Intime Pvt Limited, Mumbai as Share Transfer Agent of the company in place of M/s. MCS Share Transfer Agents Ltd.

24. SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

25. CORPORATE GOVERNANCE:

As per the SEBI LODR Regulations and Listing Agreement with Stock Exchanges, a separate Section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

26. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is furnished herein below:

a) Overview of Industry:

F.Y. 2015-16 has been a year of improved trends for the NBFC sector as the business has shown upward trend. The sector has also been witnessing a consolidation process in the last few years, wherein the weaker NBFCs are gradually exiting, paving the way for a stronger sector.

OPTIMUS FINANCE LIMITED

b) Opportunities and Challenges

Given NBFCs' deeper understanding of customer needs, NBFCs continue to focus on product innovation and customize product offering, which help them to maintain their niche position in the market and give them edge over banks.

Maintaining asset quality in the face of growing NPAs and restructuring of advances is a major challenge for the industry, which has clear link with the overall state of the economy.

c) Outlook

The outlook for the sector over next year looks good on account of positive approach of the Regulator and Finance Ministry and positive trend of growth in economy which is expected to boost credit demand and growth prospects for NBFCs.

As far as your Company is concerned, it has envisaged to bring new business opportunities and growth in coming period.

d) Risks and Concerns

Your Company is subject to external risks like frequent changes in interest rates, liquidity crunch, inflationary pressure, plunging capital market, slowdown in Indian and global economy etc. the company manages this risk by conservative financial profile, cost reducing measures and prudent business practices.

e) Adequacy of Internal Control

The Company has adequate internal controls system commensurate with its size and the nature of its business.

The Audit Committee of the Board of Directors reviews the adequacy of internal controls.

f) Human Resource Development

Your Company continued to have cordial and harmonious relations with its employees

g) Discussion on financial performance with respect to operational performance

During the year under review, the Company has generated total income of Rs. 189.75 lacs. The Loss a er depreciaton and interest stood at Rs. 32.50 lacs. There is no need for any provision for Non- Performing Assets and Bad Debts.

OPTIMUS FINANCE LIMITED

27. PARTICULARS OF EMPLOYEES

The Company did not have any employee falling within the scope of Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

28. COST AUDIT

As such your Company is NBFC, the provisions of Section 148 of the Companies Act, 2013 regarding maintenance of cost records as well as the cost audit are not applicable to the Company.

29. ACKNOWLEDGEMENTS

Your Directors acknowledge the support received from all its Business Associates, Bankers, Shareholders and other business constituents.

Your Directors also wish to place on record their appreciation for the continued co-operation made by employees during the year.

Place: Regd. Office:
301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg,
Vadi-wadi, Vadodara – 390 003

**For and on behalf of the Board,
For Optimus Finance Limited**

Date: 16.08.2016

**Pankaj Parikh
Chairman
DIN: 01261332**

OPTIMUS FINANCE LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance

The Company believes in good Corporate Governance, the essential elements of which are fairness, transparency, accountability and responsibility. With this belief the company has initiated significant measures for the compliance with Corporate Governance. The company's policy and practices are aimed at efficient conduct of business and effectively meeting its obligation to its stakeholders.

2. Board of Directors

(a) Composition & Category of directors

The Management of your Company is entrusted to the Whole time Director.

Your Board of Directors closely monitors the performance of the company and its Management, accord approvals and review strategies and, determines the remuneration of the Management based on its performance. Your board ensures legal and ethical conduct and high quality initial reporting. It holds itself accountable to the shareholders as well as other stakeholders for the long term health of the company.

Category	Number of Directors	%
Non-executive and independent Directors	2	50%
Other Non- executive directors including the chairman	1	0
Executive director	1	33%
Total	4	100.00

As of the year ended 31st March, 2016, the Board of Director had 4 (four) members. The Board comprises of 3 (three) Non-Executive Directors and 1 (one) Executive Director.

The Non-Executive Directors included Mr. Pankaj Parikh, Director , Mr. Gaurang Sanghavi and Mrs. Mansi Desai who were Independent Directors and Executive Director included Mr. Deepak Raval.

Accordingly, the numbers of independent directors or numbers of Non-executive directors in agreement with numbers of stipulated by the SEBI LODR Norms and the listing agreement with the Stock exchanges.

Accordingly, The Company presently has four Directors, consisted of:

Non-executive Directors:

1. Mr. Pankaj Parikh - Director
2. Mr. Gaurav Sanghavi - Independent Director
3. Mrs. Mansi Desai - Independent Director

OPTIMUS FINANCE LIMITED

Executive Directors:

1. Mr. Deepak Raval

Whole Time Director

The company does not have any Nominee Director appointed by Financial Institutions.

(a) Numbers of Board Meetings held, dates, on which held and Attendance of each Directors At the board Meeting and the last Annual General Meeting.

Board Meetings held during the year:

Dates on which Board Meetings were held	Total Strength of the Board	No. of Directors Present
29.05.2015	5	5
17.06.2015	5	5
10.08.2015	8#	8
20.10.2015	4	4
09.11.2015	4	4
28.01.2016	4	4

3 Directors resigned and ceased

Attendance of the Directors at Board Meeting and Annual General Meeting.

Name of Director	Attendance of the Directors at Board Meeting held on Y-Yes/N -No						Attendance At Annual General Meeting Held on 26.09.16
	29.05.15	17.06.15	10.08.15	20.10.15	09.11.15	28.01.16	
Mr. Mukesh Patel	Y	Y	Y	N	N	N	N
Mr. Dushyant Patel	Y	Y	Y	N	N	N	N
Mr. Upendra Patel	Y	Y	Y	N	N	N	N
Mr. Yashwant Patel	Y	Y	Y	N	N	N	N
Mrs. Menka Jha	Y	Y	Y	N	N	N	N
Mr. Deepak Raval	N	N	N	Y	Y	Y	Y
Mr. Pankaj Parikh	N	N	N	Y	Y	Y	Y
Mr. Gaurang Sanghavi	N	N	N	Y	Y	Y	Y
Mrs. Mansi Desai	N	N	N	N	Y	Y	N

OPTIMUS FINANCE LIMITED

(a) Numbers of other Board or Board Committees in which the Director is a Director / Chairman / Member

Name of the Director(s)	Numbers of other Companies in which Directors (including Alternate / Nominee Director)	Numbers of Committees (other than Optimus Finance Limited in which Chairman / Member	
		Chairman	Member
Mr. Deepak Raval	02	Nil	Nil
Mr. Pankaj Parikh	02	Nil	Nil
Mr. Gaurang Sanghavi	01	Nil	Nil
Mrs. Mansi desai	Nil	Nil	Nil

(a) Directors Profile

A brief of all the Directors on the Board is given herein below:

1. Mr. Deepak Raval –Whole time Director

Graduate in Commerce (B.Com.), Law (LL.B.), Certified Associate of Indian Institute of Bankers, Mumbai (CAIIB) and Fellow of Institute of Company Secretaries of India, New Delhi (FCS) Having rich experience with Industries, Stock Exchange & Bank in the field of Company Law, Secretarial matters, Corporate Laws, Securities Laws, Banking & Finance, Capital Market, Administration etc. Worked in Senior level position as Managing Director & CEO with Vadodara Stock Exchange and General Manager (Corporate Affairs) & Company Secretary with Listed companies.

2. Mr. Gaurang Sanghavi – Director

Graduate in Commerce (B.Com.) and practicing Chartered Accountant having rich experience in Accounts, Taxation, Audit, Finance, Business re-structuring & Planning etc.

3. Mr. Pankaj Parikh – Director

Graduate in Commerce (B.Com.) having rich experience in real estate & construction activities, Investment and general trading.

4. Mrs. Mansi Desai-Director

Having done MBA in HR and General Management with rich experience of working with Large companies in the HR, Administration and Project areas

Details of the Director Seeking re-appointment at the forthcoming Annual General Meeting (Pursuant to SEBI LODR Regulations & listing agreement)

Mr. Pankaj Parikh has been associated with the company when the present Management acquired control. He has rich experience in trading in steel, real estate and construction activities etc. He has been holding Directorship in other associated companies and also the Membership of various Committees of the company.

OPTIMUS FINANCE LIMITED

Board Procedure:

The relevant information is placed at the Board Meeting, Ensuring good corporate governance. The minutes of committees are also placed before the Board. The agenda notice for the board meeting is sent in advance to all Directors.

Code of Conduct

The Board of Directors has adopted code of conduct for the Directors and senior Management of the company. A declaration recording compliance of the said code for the year ended 31st March, 2016 is contained in this report.

3 Audit Committee

(a) Terms of Reference

The terms of reference of this committee include matters mandated in the Listing agreement and the Companies Act, 2013, respectively. The Audit Committee reviews the audit reports submitted by the Internal Auditors, Cost Auditors, and Statutory Auditors and to meet them to discuss their findings, suggestions and other related matters, financial results, effectiveness of the internal audit processes, Company's risk management strategy and Company's established systems and procedures. The Audit Committee also reviews the functioning of the Whistle Blower mechanism. Besides having access to all the required information from within the company, the committee may obtain external profession advice, whenever required. The committee acts as a link between the Statutory and the Internal Auditors and the Board of the Directors of the company.

(b) The Composition of the Audit Committee as at 31.03.16 and details of the Members participation at the Meeting of the Committee are as under:

Four meeting were held during the financial year 1st April, 2015 to 31 March, 2016. The attendance of the each member of the Committee is given below.

Sr No	Name of the Director	Category	Attendance at Audit Committee held on				% of attendance
			29.05.15	10.08.15	09.11.15	28.01.16	
1	Mr. Upendra Patel	Chairman ID	Yes	Yes	No	No	100
2	Mr. Yashwant Patel	Member ID	Yes	Yes	No	No	100
3	Mr. Dushyant Patel	Member	Yes	Yes	No	No	100
4	Mr. Gaurang Sanghavi	Chairman ID	No	No	Yes	Yes	100
5	Mr. Deepak Raval	Member	No	No	Yes	Yes	100
6	Mrs. Mansi Desai	Member ID	No	No	Yes	Yes	100

Sr. No. 1 to 3 ceased w.e.f. 10.08.15/Sr. No. 4 & 5 appointed w.e.f. 10.08.15/Sr No. 6 appointed w.e.f. 20.10.15

OPTIMUS FINANCE LIMITED

As per the SEBI LODR Regulations & the Listing Agreement, the Board of Directors at its meeting held on 01.04.2003 had constituted 'Audit Committee' which was subsequently reconstituted on 10.08.2015 & 20.10.15. The Board has revised the terms of references of Audit Committee to commensurate with the provisions of the Companies Act, 2013, SEBI LODR Regulations & the Listing agreement.

The Audit Committee presently comprises of two non-executive and independent directors and one executive and promoter Director. The members of the Committee are:

Name of the Director	Designation	No of Meetings Attended
Mr. Gaurang Sanghavi	Chairman-ID	02
Mr. Deepak Raval	Member	02
Mrs. Mansi desai	Member-ID	02

Four meetings of the Audit committee were held during the year 2015-16, i.e. on 29.05.2015, 10.08.2015, 09.11.2015 & 28.01.2016

Necessary quorum was present at all meetings.

The Audit Committee shall now perform the following functions as per revised terms of reference viz.:

- i. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. Review and monitor the auditor's independence and performance and effectiveness of the audit process;
- iii. Examination of the financial statement and the auditor's report thereon;
- iv. Approval or any subsequent modifications of the transactions of the company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuations of the undertakings or assets of the company, whenever it is necessary;
- vii. Evaluation of internal financial control and risk management systems;
- viii. Monitoring the end use of the fund raised from the public offers and related matters;
- ix. Looking in to the reasons of the substantial defaults in the payments to the depositaries, debentures holders, shareholders (in case of nonpayment of declared dividends) and creditors.

4. Nomination and Remuneration Committee

(a) Terms of Reference

This Committee shall identify the persons, who are qualified to become Directors of the company / who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every Director's performance. Committee shall also formulate the criteria for determining the qualifications, positive attributes, independent of the Directors and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

OPTIMUS FINANCE LIMITED

(b) The Composition of the Nomination and Remuneration Committee as at 31.03.2016 and details of the members participation at Meeting of the Committee are as under:

Name of the Director	Category	Attendance at the Nomination and the Remuneration Committee meeting held on	% of Attendance
		09.11.15 & 28.01.16	
Mr. Gaurang Sanghavi	Chairman -ID	YES	100
Mr. Pankaj Parikh	Member	YES	100

The board of Directors at its meeting held at on 01.04.2003 had constituted 'Remuneration Committee' which was subsequently re-constituted on 10.08.15 due to change in Management & to commensurate with the provisions of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement the board has re-designated the said Remuneration Committee of the Directors as Nomination and Remuneration Committee and also re-constituted the same as under

Mr. Gaurang Sanghavi	Chairman-ID
Mr. Pankaj Parikh	Member

The Nomination and Remuneration Committee shall now perform the following functions as per revised terms of references viz.:

- Identifying the persons who are qualified to become the Directors and who may be appointed in senior management accordance with the criteria laid down, recommend to the board their appointment and removal.
- Carrying out evaluation of every directors performance
- Formulating the criteria for determining the qualification positive attribution and independence of a director.
- Recommend to Board a policy, relating to remuneration for the directors key managerial personnel and other employees

Remuneration policy for non executive directors :

Presently no sitting fees has been paid to the non executive directors for attending the meetings of the board during the year under review

No remuneration is paid to the Non executive / Independent Directors

Managing and Executive Directors

The company pays remuneration to its Whole-time Director by way of salary, allowances and perquisites as per the Company's rules the salaries and other perquisites are approved by the

OPTIMUS FINANCE LIMITED

Board of the Directors on recommendations of the Nominations and Remuneration Committee and the salary is paid within the overall limits approved by the members of the company the Board on the recommendations of the nomination and remuneration committee approves the annual increment effective 1st april each year.

No sitting fees is paid to non Executive Directors.

Remuneration paid to Executive Directors includes Company's contribution to Provident fund and Pension fund, if any.

1. Introduction : Remuneration Policy

The remuneration policy for members of the Board of Directors and Executive Management of the Company reflects the interest of the shareholder's and the company taking in to consideration any specific matters, including the assignments, the responsibilities undertaken and also be competitive with the external market. The Company recognizes the benefits of a board that possesses the right balance of skills, knowledge, experience, expertise, and diversity of perspective.

2. The Nomination and Remuneration Committee shall formulate eligible criteria for nomination and selection of Directors and recommended remuneration policy for the directors.

3. Appointment and qualification of the Directors and the Composition of the Board shall be governed by the Nomination and Remuneration Committee.

In recognition of the fact that selection of qualified directors is complex and crucial to the long - term success of the company, the Nomination and Remuneration Committee has established the following guidelines for the identification and evaluation of the candidates for the membership on the Company's Board of Directors.

Candidates should be distinguished individuals who are prominent in their fields or otherwise possess exemplary qualities that will enables them to effectively function as Directors of the Company. While the Nomination and Compensation Committee may not believe it appropriate at this to establish and specific minimum qualification for candidates, the committee shall focus on the following qualities in identifying and evaluating candidates for board membership.

Board Membership Criteria

- Education background business experience and skills
- Charter, reputation of highest ethical standards and personal integrity
- Practical wisdom, sound business, judgment , and strong sense of professionalism
- Independence and objectivity
- Diversity and multi-cultural experience and understanding

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- Strong understanding of marketing, finance and other disciplines relevant to success to the business
- Willingness to commit as well as sufficient time to discharge his or her duties to the board
- Ability to consider understand all the constitutes of the company which includes stockholders employees customers governmental units creditors and the general public
- Any other factors that the Nomination and Compensation Committee may consider to be relevant and appropriate for the appointment.

Recognizing that the overall composition of the Board is essential to the effective functioning of the board the Nomination and the Compensation Committee shall make appointment in the context of the existing composition of the board so as to achieve an appropriate mix of the background, skills, diversity and qualities in making its determinations, the Nomination and Compensation Committee shall take in to account all applicable legal, regulatory and stock exchange requirements concerning the compositions of the board and its committees.

4. Evaluation Criteria :

The Board constantly evaluates the contribution of the members and re-appoints them for tenure as per company requirements based on their performance linked to strategic objectives of the company. Evaluation criteria may be membership accountability, governance, board operations, and legal responsibilities, financial overview, board management relations and personals leadership.

5. Remuneration to the Board of Directors and Executive Management:

The Remuneration of the Board of Directors is set by the Nomination and Compensation Committee under the delegated powers of Board.

Efforts are made to ensure that the remuneration to the Managing Director / Wholetime Director matches level in comparable companies, whilst also taking in to consideration board member's require competencies, qualification, efforts and scope of the board work, including the number of meetings.

Attracting and retaining top talent is the key objective of our approach to remuneration. This is done keeping in mind that the competitive and fair awards are linked to the key deliverable and also aligned with the market practicing and stakeholders expectations.

Accordingly the board of directors believes that the combination of fixed and performance based pay to the Executive Management helps ensure the company can attract, motive and retain key employees while reflecting the short and long term performance objective and goal of the company.

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6. Linkage to Performance:

The relationship of remuneration and performance is clear and ties the larger part of remuneration to the long-term performance. The level varies according to performance relative to measure linked directly to strategic priority.

7. Policy on Diversity:

Optimus is committed to the highest standards of Corporate Governance, transparency and accountability. Hence, we strive to leverage Diversity to contribute to the achievement of Transpek strategic objective.

Accordingly the Board aims to attract and maintain a Board which has an appropriate mix of diversity, education, skills, knowledge, experience, expertise and cultural background. The Optimus Board recognizes the value of appointment of an individual who bring variety of diverse opinions, perspectives, skills, experience, background and orientation to its business decision and its decision-making processes.

An overriding principle is that all appointment to the board will be based upon the merit and suitability of the candidate. Taking this in to account, appointment of female members to the Board is also to add value of more diverse board.

8. Review of the Board Diversity Policy :

The Nomination and Remuneration Committee shall review this policy, as appropriate, to ensure the effectiveness of this policy, the Nomination Committee shall discuss any revision that may be required and recommend any such revisions to the Board for consideration any approval.

9. Disclosure and Publication :

A summary of this policy shall be disclosed in the Corporate Governance report of the annual report of the Company.

The aforesaid policy has been re-affirmed and adopted by the Board of Directors of the Company

5. Meeting of independent directors :

The Company has complied with the definition of independence as per SEBI LODR Regulations & the Listing agreement and according to the provisions to section 149(6) Companies Act, 2013. The Company has also obtained the declarations from all the Independent Directors pursuant to the section 149(7) of the Companies Act, 2013.

OPTIMUS FINANCE LIMITED

Training of independent directors

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture and they are also introduced to Company's organizational structure, business, constitution, Board's procedures, major risks and management strategy.

Performance Evaluation of Non-executive and Independent Directors

The Board has commenced evaluating the performance of Non-executive and Independent Directors for the financial year ended on 31.03.2015 and onwards. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors

A meeting of the Independent Directors will be held during the current financial year without the attendance of Non-independent Directors and members of the Management for:

- I. Reviewing the performance of Non-independent Directors and the Board as a whole;
- II. Reviewing the performance of Chairperson of the Company, taking in to account the views of the Executive Directors and Non- executive Directors;
- III. Assessing the quality, quantity, and timeliness of flow of information between the Company Management and the board that is necessary for the Board to effectively and reasonably perform their duties.

6. Stakeholder's Relationship Committee

As on 31.03.2016, the Stakeholder's Relationship Committee comprises of Mr. Gaurang Sanghavi-ID and Mr. Deepak Raval-WTD & CS

(a) Terms of References

The Committee focuses primarily on monitoring expeditious redressal of investors / Stakeholders grievances.

(b) The Composition of Stakeholder's Relationship Committee (SRC) as at 31.03.2016 and details of and the details of members participation at the meetings of the Committee are as under :

Name of Director	Category	Attendance at SRC held on 09.11.15 & 28.01.16	% of Attendance
Mr. Gaurang Sanghavi	Chairman -ID	Yes	100
Mr. Deepak Raval	Member	Yes	100

OPTIMUS FINANCE LIMITED

Shareholder's Services

The Company has not received complaints from the shareholders during the last two years.

The Board of Directors at its meeting held on 01.04.2003 had constituted 'Stakeholders and Investors Grievances Committee' which was reconstituted lastly on 10.08.15 due to change in Management and to commensurate with the provisions of Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the board has re-designated the said Stakeholders and Investors Grievances Committee of Directors as Stakeholders Committee. The Committee continues with its existing members.

The composition of the committee and the details of the meetings attended by the members thereof are as follows :

Name of Director	Designation	No. of Meetings held
Mr. Gaurang Sanghavi	Chairman-ID	02
Mr. Deepak Raval	Member	02

The Committee , inter alia, oversees and reviews all matters connected with the shares and look in to and resolve the grievances of Security holders of the Company including complaints related to transfer of share non- receipt of the balance sheet non receipt of declared dividends etc

Letters / Complaints as received by the company were replied to the satisfaction of the Shareholders / Investors. No Investors Complaints were outstanding as on 31.03.2016 and no request for transfer of shares were pending for approval.

7. General Body Meetings :

Location and time for the last three AGMs :

Year	Date	Venue	Time	Special Resolution
2012-13	12.07.2013	Transpek Finance Limited 1 st Floor, ABS Towers Old Padra Road, Vadodara-390-007	11.30 A.M	Nil
2013-14	29.09.2014	Transpek Finance Limited 1 st Floor, ABS Towers Old Padra Road, Vadodara-390-007	11.00 A.M	Nil
2014-15	26.09.2015	Transpek Finance Limited 301, Atlantis Heritage, Vadi-wadi, Dr. Vikram Sarabhai Marg, Vadodara-390003	04.00 PM	-To enter rental arrangement with Subsidiary -To change name of the Company -To alter/amend MOA and AOA of the company

OPTIMUS FINANCE LIMITED

No Extraordinary General Meeting held during the year.

8. Disclosure

- I. Related party Transactions:
- II. The Company does not have any related party transactions, which may have potential conflict with its interest at large.
- III. Cases of Non-Compliance :

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any Statutory Authority on any matters related to Capital Markets during the last three years

IV. Whistle Blower Policy / Vigil Mechanism :

The Company has designed Whistle Blower Policy / Vigil Mechanism to enable any person dealing with the Company to raise the alarm to the Audit Committee of the Company if he has reliable information about a malpractice, unethical practice, impropriety, abuse or financial wrong doing. The Disclosure will be thoroughly investigated by the Committee. The Members of the Committee may seek information from any sources inside and outside the organization to investigate this, as deemed fit.

There are no materiality significant transactions with the related parties. Viz. promoters, directors and their relatives, conflicting with the Company's interest.

No penalties or strictures have been imposed on the Company by the by Stock Exchange or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years

9. Means of Communication

Half yearly report sent to each shareholders	No
Quarterly results - Newspapers in which normally published	Business Standard -English -Ahmedabad edition & Vadodara Samachar - Gujarati edition
Any Website where displayed	Yes : www.optimusfinance.in
Whether it also displays official news releases	Yes: if such news are released
Presentations made to Institutional Investors or to the Analysts	Not Applicable

SEBI has initiated SCORES for processing the investors complaints in the centralized web based redress system and online redress of all the shareholders complaints. The Company is in compliance with the SCORES.

The quarterly, half yearly and yearly financial results are sent to the Mumbai and Vadodara Stock Exchanges immediately after the Board approves the same and said results are published In financial and non financial and in English and Gujarati dailies.

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The Management Discussion and analysis Report forms part of the Annual Reports.

10. General shareholder information :

(a)	Date, Time and Venue of 25 th AGM	30.09.16 at 11.00 AM at the RO of the company at - 301, Atlantis Heritage, Vadi -wadi, Dr. Vikram Sarabhai Marg, Vadodara-390003			
(b)	Financial Calender	i.	April 2016 to March 2017		
		ii.	I Quarter Results -on or before 14.08.16		
		iii.	II Quarter/Half year Results- on or before 14.11.16		
		iv.	III Quarter Results -on or before 14.02.17		
		v.	Audited Results IV Quarter/Year ending 31.03.2017 -on or before 30.05.2017		
(c)	Date of Book Closure	27.09.16 to 30.09.16 Both days inclusive			
(d)	Dividend Payment date	Not applicable			
(e)	Listing on Stock Exchange	BSE			
(f)	(i) Stock Code -Physical	531254			
	(ii) Demat ISIN Number for NSDL & CSDL	INE031G01014			
(g)	Market Price Date : High, Low, during each month in last Financial Year	The high/Low market price of the shares during 2015-16 at the BSE were as under:			
		Month	High	Low	Close
		April 2015	15.04	12.00	12.00
		May 2015	12.00	12.00	13.12
		June 2015	13.50	12.00	12.60
		July 2015	13.00	12.00	12.75
		August 2015	12.75	11.40	12.50
		Sept 2015	12.40	12.20	20.00
		October 2015	20.00	19.70	25.85
		Nov 2015	25.00	22.60	22.60
		Dec 2015	21.50	21.15	29.35
		January 2016	29.00	27.55	31.50
		Feb 2016	32.00	29.50	30.50
		March 2016	29.00	28.25	28.60
(h)	Stock comparison to Broad -Based Indices such as BSE Sensex, BSE 200, Nifty 50.	Not Applicable			
(i)	Registrar and Transfer Agents	LINK INTIME PVT. LIMITED B-102 & 103, Shangrila complex, First Floor, Opp HDFC Bank, Nr. Radha Krishna Char Rasta, Akota, Vadodara-390 020.			
(j)	Transfer System	All the transfer and transmission requests are processed on fortnightly basis by the RTA who is authorized to approve transfers and dispatch of the share certificates within the stipulated time frame.			

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DISTRIBUTION OF HOLDING AS ON 31.03.2016					
No. of Share holding Of Nominal value Rs.	Shareholders Numbers	Shareholders % to total	No. of Shares	Share amount in Rs.	Share amount % to total
1-500	2,666	93.0541	383,736	3,837,360	10.7420
501-1,000	99	3.4555	86,069	860,690	2.4093
1,001-2,000	42	1.4660	68,101	681,010	1.9064
2,001-3,000	16	0.5585	38,585	385,850	1.0801
3,001-4,000	11	0.3839	37,579	375,790	1.0520
4,001-5,000	9	0.3141	43,256	432,560	1.2109
5,001-10,000	6	0.2094	46,201	462,010	1.2933
10,001-50,000	14	0.4887	286,563	2,865,630	8.0218
50,001-1,00,000	-	-	-	-	-
1,00,001 and above	2	0.0698	2,582,210	25,822,100	72.2842
Total	2,865	100.0000	3,572,300	35,723,000	100.0000
(k) Categories of Shareholders as on 31/03/2016					
Categories			No. of Shares	% of Share holding	
Directors, Relatives, Promoters and Company owned and controlled by the Promoters			25,82,210	72.28	
Financial Institutions			Nil	Nil	
NRIs			19,190	00.54	
Other Companies / Bodies Corporate			58,602	01.64	
General Public			9,12,290	25.54	
(l)	Dematerialization of shares and liquidity	90.49% of paid up capital has been dematerialized as on 31.03.2016			
(m)	Outstanding GRDs / ARDs / Warrants or any Convertible instruments, conversation date and likely impact on equity	:	The company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments as on 31.03.2016		
(n)	Plant Locations	:	The company is NBFC. Does not have any plants		
(o)	Address for Correspondence	:	R & T Agents:		
			LINK INTIME PVT. LIMITED		
			B-102 & 103, Shangrila complex, First Floor, Opp HDFC Bank, Nr. Radha Krishna Char Rasta, Akota, Vadodara-390 020.		
			Registered office :		
			CS & Compliance Officer		
			Optimus Finance Limited		
			301, Atlantis Heritage, Vadi-wadi		
			Dr.Vikram Sarabhai marg, Vadodara - 390 003.		

OPTIMUS FINANCE LIMITED

11. NON MANDATORY REQUIREMENT

a.	Chairman of the Board Whether chairman of the board is entitled to maintain a Chairman's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties	NO
b.	Remuneration committee	Please refer relevant note of this Report
c.	Shareholders Rights- The quarterly / half yearly declaration of financial performance including summary of the significant events in last 6 months should be sent to each household to shareholders.	Since the Company's quarterly/half yearly results are published in newspapers, the same are not sent to the shareholders
d.	Postal Ballots	-----
e.	Audit Qualification	No qualification/s
f.	Training of board members	All the directors possess adequate experience in their respective areas and hence not considered necessary

12. Means of Communication

The quarterly, half yearly and yearly financial results are sent to the BSE immediately after the board approves the same and upload on company's website and the said results are published in financial & non financial and an English and Gujarati dailies.

13. Declaration and certification

(a) Code of Conduct

The board has laid down a Code of Conduct applicable to all the Directors and Senior Management of the Company necessary certification to this effect has appended to this Corporate Government Report.

(b) CEO / CFO Certification :

As per requirements of Corporate Governance Code Mr. Deepak Raval-WTD & CS and Mr. Paresh Thakkar-CFO have jointly furnished the necessary certificate to the Board of directors of the Company with respect to Financial Statements & Cash flow statements for the year ended on 31.03.2016

Declaration by Whole-time director on code of conduct

I Deepak Raval Whole-time Director & Company Secretary, do hereby declare that formal code of conduct has been laid down by the Board of Directors of the Company, which has been applicable to all the Directors of the Company. The code of Conduct has been affirmed to by all the Directors of the Company.

Place : Vadodara
Date : 16.08.2016

Deepak Raval
Whole-time Director & CS

OPTIMUS FINANCE LIMITED

Independent Auditor's Report

To the Members of OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Optimus Finance Limited (Formerly known as Transpek Finance Limited) ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control

OPTIMUS FINANCE LIMITED

relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give in "Annexure B" our separate report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

OPTIMUS FINANCE LIMITED

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23(A) and 23(C) to the financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no such instance requiring transfer of any amounts to the Investor Education and Protection Fund by the Company.

For CNK & Associates, LLP
Chartered Accountants
FRN- 101961W

Alok B Shah
Partner
M.No. 42005
Vadodara, 31st May, 2016

OPTIMUS FINANCE LIMITED

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2016.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

1(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;										
1(b)	As informed to us, the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner during the year. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;										
1(c)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties held by the company;										
2	The Company is a Non-Banking Financial Institution. Accordingly, it does not hold any physical inventories except traded shares. Thus, clause (2) of the Order is not applicable to the Company ;										
3	According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or any other parties covered in the register maintained under section 189 of the Act. Hence, clause 3(a), 3(b) and 3(c) are not applicable for the year;										
4	In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made;										
5	According to the information and explanations given to us, the Company has not accepted any Public deposits.										
6	The Central Government has not prescribed the maintenance of cost records by the Company under section 148(1) of the Companies Act, 2013;										
7(a)	According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income -tax, sales-tax, wealth -tax, service tax, custom duty, excise-duty, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2016, for a period of more than six months from the date they became payable;										
7(b)	According to the information and explanations given to us, there are no dues of sales tax, income tax, customs, wealth-tax, excise duty, value added tax or cess that have not been deposited on account of disputes except followings: <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Name of the Statue</th> <th>Nature of Dues</th> <th>Amount (₹)</th> <th>Period to which the amount</th> <th>Forum where dispute is pending</th> </tr> </thead> <tbody> <tr> <td>The Interest Tax Act, 1974</td> <td>Interest Tax</td> <td>9,16,938</td> <td>A.Y. 1997-98</td> <td>CIT (A)-III Vadodara</td> </tr> </tbody> </table>	Name of the Statue	Nature of Dues	Amount (₹)	Period to which the amount	Forum where dispute is pending	The Interest Tax Act, 1974	Interest Tax	9,16,938	A.Y. 1997-98	CIT (A)-III Vadodara
Name of the Statue	Nature of Dues	Amount (₹)	Period to which the amount	Forum where dispute is pending							
The Interest Tax Act, 1974	Interest Tax	9,16,938	A.Y. 1997-98	CIT (A)-III Vadodara							

OPTIMUS FINANCE LIMITED

8	In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any dues to financial Institution or Bank;
9	According to the information and explanations given to us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and no term loans were raised during the year;
10	During the course of our examination of the books of account and records of the company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of any such case by the management;
11	According to the information and explanation given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act;
12	In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Hence this clause of the Order is not applicable;
13	According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
14	According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
15	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and the provisions of section 192 have been complied with.
16	The company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and has obtained registration for the same.

**For and on behalf of
For CNK & Associates LLP
Chartered Accountants
FRN: 101961W**

**Alok B Shah
Partner
M. No: 42005
Vadodara, 31st May, 2016**

OPTIMUS FINANCE LIMITED

Annexure B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED) ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

OPTIMUS FINANCE LIMITED

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CNK & Associates LLP
Chartered Accountants
FRN: 101961W

Alok B Shah
Partner
M. No: 42005
Vadodara, 31st May, 2016

OPTIMUS FINANCE LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Memebrs of Optimus Finance Limited

We have examined the compliance of conditions of Corporate Governance by Optimus Finance Limited ('The Company'), for the year ended 31 March, 2016, as stipulated in Clause 49 of the Listing Agreement ("listing Agreement") of the Company with the stock exchanges for the period 1 April, 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 20('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1 December, 2015 to 31 March, 2016.

The Compliance of conditions of Corporate governance is the responsibility of the Management Our Examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For CNK & Associates, LLP
Chartered Accountants
Firm Registration No- 101961W

Alok B Shah
Partner
M.No. 42005
Vadodara, 31st May, 2016

OPTIMUS FINANCE LIMITED

Form No. MR - 3 SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Optimus Finance Limited
301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg, Vadi Wadi,
Vadodara 390003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Optimus Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) Not Applicable to the Company during the Audit Period;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable to the Company during the Audit Period;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (made effective from 28th October, 2014); Not Applicable to the Company during the Audit Period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 Not Applicable to the Company during the Audit Period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable to the

OPTIMUS FINANCE LIMITED

- Company during the Audit Period;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 Not Applicable to the Company during the Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 Not Applicable to the Company during the Audit Period and
- Vi Reserve Bank of India Act, 1934 and RBI Directions and Guidelines as applicable to the NBFCs.
- I/we have also examined compliance with the applicable clauses of the following:
- a. Secretarial Standards with respect to Board Meeting (SS 1) and General Meetings (SS 2) issued by the Institute of Company Secretaries of India.
- b. The Listing Agreement entered into by the Company with BSE Limited (BSE). (till 30/11/2015)
- c. The Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015. (w.e.f 01/12/2015)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at Board Meetings were carried out unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with other applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had the following events which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc:

- (i) The Company has changed its name from TRANSPEK FINANCE LIMITED to OPTIMUS FINANCE LIMITED w.e.f 16.10.2015.
- (ii) The Company has set up its Wholly Owned Subsidiary i.e MAXIMUS INTERNATIONAL LIMITED having (CIN: U51900GJ2015PLC085474) w.e.f 22.12.2015.
- (iii) The Board of Directors has subject to applicable provisions of various Acts, Rules and Regulations decided to offer and issue 20,00,000 Convertible Equity Warrants of the face value of Rs. 10/ each, issued at the price of Rs. 30/ per Warrant (including premium amount of Rs. 20/ per Convertible Equity Warrant) aggregating to Rs. 6,00,00,000/ on Preferential Basis to the Promoters/ Promoter Group of the Company and to the Strategic Investors, not forming part of the Promoter Group of the Company.

Place: Vadodara
Date: 16.08.2016

For H. M. Mehta & Associates
Company Secretaries
Hemang M. Mehta Proprietor
FCS No.: 4965
C P No.: 2554

OPTIMUS FINANCE LIMITED

To,
The Members,
Optimus Finance Limited
301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg, Vadi Wadi,
Vadodara 390003

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Vadodara
Date: 16.08.2016

For H. M. Mehta & Associates
Company Secretaries
Hemang M. Mehta Proprietor
FCS No.: 4965
C P No.: 2554

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No	For the Year Ended	For the Year Ended
		31 March, 2016	31 March, 2015
		(Rs.)	(Rs.)
INCOME			
Revenue from operations	16	18,944,213	3,655,240
Other income	17	31,258	212,614
Total revenue		18,975,471	3,867,854
EXPENSES			
(a) Purchase of Stock-in-Trade	18	29,270,520	-
(b) Change in inventories of Stock-in-Trade	19	(12,398,827)	-
(a) Employee benefits expense	20	1,553,506	2,717,557
(b) Finance Costs	21	1,049,547	1,754,636
(c) Depreciation and amortisation expense	10	430	430,249
(d) Other expenses	22	2,750,723	1,060,466
Total expenses		22,225,899	5,962,908
Profit Before Exceptional Items and Tax		(3,250,428)	(2,095,054)
Profit/Loss () on Sale of Assets / Investments (net)		-	(2,916,471)
Profit After Exceptional Items and Before Tax		(3,250,428)	(5,011,525)
Tax expense:			
(a) Current tax expense for current year		-	803,600
(b) Tax adjustments for earlier years		492,018	-
		492,018	803,600
Profit for the year		(3,742,446)	(5,815,125)
Earnings per equity share (Basic & Diluted) Par Value Rs. 10 per share		(1.05)	(1.63)
See accompanying notes forming part of the financial statements 1 to 2			

For and on Behalf of Board of Directors

**As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W**

**Pankaj Parikh(Chairman)
DIN: 01261332**

**Deepak Raval(Whole Time Director
and Company Secretary)
DIN: 01292764**

**Alok B. Shah
(Partner)
Membership No. 042005**

**Gaurang R. Sanghavi(Director)
DIN: 02137663**

**Mansi B. Desai(Director)
DIN: 07289820**

**Place : Vadodara
Date : 31st May, 2016**

**Paresh P. Thakkar
(CFO)**

**Place : Vadodara
Date : 31st May, 2016**

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31 March,2016 (Rs.)	As at 31 March,2015 (Rs.)
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	35,723,000	35,723,000
(b) Reserves and surplus	4	(10,999,156)	(7,256,710)
		24,723,844	28,466,290
(2) Non Current liabilities			
(a) Long Term Provisions	5	37,904	1,632,232
		37,904	1,632,232
(3) Current liabilities			
(a) Short Term Borrowings	6	5,967,204	-
(b) Short Term Provisions	7	202,802	-
(c) Trade Payables	8	122,789	38,897
(d) Other current liabilities	9	28,154	10,664,447
		6,320,949	10,703,344
TOTAL		31,082,697	40,801,867
II ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	8,560	-
(ii) Non - Current investments	11	4,999,940	-
(2) Current assets		5,008,500	-
(a) Inventories	12	12,398,827	-
(b) Cash and cash equivalents	13	10,088,475	15,316,862
(c) Short-term loans and advances	14	3,017,128	4,731,889
(d) Other current assets	15	569,767	20,753,116
		26,074,197	40,801,867
TOTAL		31,082,697	40,801,867
See accompanying notes forming part of the financial statements	1 to 2		

For and on Behalf of Board of Directors

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Pankaj Parikh(Chairman)
DIN: 01261332

Deepak Raval(Whole Time Director
and Company Secretary)
DIN: 01292764

Alok B. Shah
(Partner)
Membership No. 042005

Gaurang R. Sanghavi(Director)
DIN: 02137663

Mansi B. Desai(Director)
DIN: 07289820

Paresh P. Thakkar
(CFO)

Place : Vadodara
Date : 31st May, 2016

Place : Vadodara
Date : 31st May, 2016

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

Sr. No.	Particulars	Amount in (Rs)	
		For the year ended 31st March, 2016	For the year ended 31st March, 2015
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before exceptional items, prior period items and tax:	(3,250,428)	(5,011,525)
	Adjustments for:		
	Depreciation /ammortisat ion	430	430,249
	Short Provision of Tax of earlier years taken from reserve	-	(3,376,052)
	Adjustment of Depreciation Taken from Reserve	-	(494,347)
	(Profit)/Loss on sale of Asset	-	(31,794,119)
	Provision for Income Tax	-	(803,600)
		430	(36,037,869)
	Operating Profit before working capital changes	(3,249,998)	(41,049,394)
	Adjustments for:		
	(Increase)/Decrease in Loans and Advances	1,845,510	-
	(Increase)/Decrease in receivables	-	-
	(Increase)/Decrease in Inventory	(12,398,827)	-
	(Increase)/Decrease in Other Current Assets	20,183,349	(20,507,000)
	Increase/(Decrease) in Trade Payables	83,889	-
	Increase/(Decrease) in Liabilities and Provisions	(11,470,037)	604,026
	Cash generated from Operations	(1,756,116)	(19,902,974)
	Less : Direct taxes paid (Net of refund, if any)	(5,006,114)	(60,952,368)
	Tax Paid	1,180,546	-
	Cash flow before extraordinary items	(6,186,660)	(60,952,368)
	Prior Period Adjustments	-	(3,991,000)
	Net cash from Operating Activities (A)	(6,186,660)	(56,961,368)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed assets	(8,990)	-
	Proceeds from Sale of Asset	-	71,739,000
	Investment in Subsidiary	(4,999,940)	-
	Investments in Bank Deposits having maturity of more than 3 months	(10,000,000)	-
	Net Cash used in Investing Activities (B)	(15,008,930)	71,739,000
C	CASH FLOW FROM FINANCING ACTIVITIES (C)		
	Receipt of Borrowing	5,967,204	-
	Payment of borrowing	-	(576,197)
		5,967,204	(576,197)
	Net increase in cash and cash equivalents (A+B+C)	(15,228,386)	14,201,435
	Cash and cash equivalents at the beginning of the year	15,316,862	1,115,427
	Cash and cash equivalents at the end of the year	88,475	15,316,862
	Components of Cash & Cash Equivalents		
	Cash on Hand	84	8,281
	Bank Balance	88,391	15,308,581
	Cash and Cash Equivalents (As per Note No. 13)	88,475	15,316,862

Note : 1. Figures in the brackets represents cash outflow

**As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W**

**Alok B. Shah
(Partner)
Membership No. 042005**

**Place : Vadodara
Date : 31st May, 2016**

**Pankaj Parikh(Chairman)
DIN: 01261332**

**Deepak Raval(Whole Time Director
and Company Secretary)
DIN: 01292764**

**Gaurang R. Sanghavi(Director)
DIN: 02137663**

**Mansi B. Desai(Director)
DIN: 07289820**

Paresh P. Thakkar (CFO)

**Place : Vadodara
Date : 31st May, 2016**

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED(FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED) Notes forming part of the Financial Statements

NOTE 1: CORPORATE INFORMATION

The Company was incorporated on 11.02.1991 and a Fresh Certificate of Registration was obtained from Reserve Bank of India on 20.05.2004 as Non-Banking Finance Company(Not Accepting Public Deposits).

At present the company is engaged in the following activity

- (a) Non-Banking Finance activity consisting of Investment in Shares and Securities and other investment activities.

NOTE 2	SIGNIFICANT ACCOUNTING POLICIES
2.1	<p>Basis of accounting and preparation of financial statements:</p> <p>These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises of mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p> <p>The Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities. This is based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents.</p>
2.2	<p>Use of estimates:</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.</p>
2.3	<p>Inventories:</p> <p>The company is a Non-Banking Financial Company primarily engaged in investing in shares and securities to which the "Accounting Standard 2-Valuation of Inventories" is not applicable. The same has been valued on weighted average cost basis at lower of cost or market value as prescribed by the "Accounting Standard 13- Accounting for Investments"</p>
2.4	<p>Fixed Assets</p> <p>(i) Tangible Assets</p> <p>Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes other incidental expenses incurred up to that date the asset is ready for its intended use. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p>
2.5	<p>Depreciation and amortization:</p> <p>(i) Tangible Assets</p> <p>Depreciation has been provided on the Straight-Line basis as per the useful lives as prescribed in Part C of Schedule II to the Companies Act, 2013.</p>

OPTIMUS FINANCE LIMITED

2.6	<p>Investments: Investment has been classified as per "Non-Banking Financial (Non Depositing Accepting or Holding) Companies Prudential Norms (Reserve Bank Direction), 2015" as under.</p> <p>(a) Non-Current Investments: Long term investments have been valued at cost. Diminutions in the value of Investments which are not temporary in nature have been provided.</p> <p>(b) Current Investments:</p> <p>(i) Quoted current investments are valued at cost or market value whichever is lower.</p> <p>(ii) Unquoted investments in the unit of mutual funds are valued at Cost or the net asset value declared by the mutual fund in respect of each particular year whichever is lower.</p>
2.8	<p>Revenue recognition: Trading in shares and Securities: The revenue from actual delivery based sales of shares and securities are recognized as sales on actual sale of shares and securities in the stock exchange. In case of Intra –day sales purchase of sales and securities, which are settled otherwise than actual delivery or transfer, the net difference is only considered in statement of profit and loss.</p> <p>Operating Income: Interest Income : Interest income is accounted on accrual basis. Dividend Income : Dividend Income is accounted for when the right to receive it is established. Lease Income Rental Income is recognized on time proportionate basis over the period of rent.</p>
2.9	<p>Employee benefits: Employee benefits include provident fund, gratuity fund and compensated absences.</p> <p>Defined contribution plans: The Company's makes contribution to provident fund to Employees Provident Fund Organization (managed by Government) and charged the same as an expense as they fall due based on the amount of contribution required to be made.</p> <p>Gratuity: The company has calculated gratuity on actual basis.</p> <p>Short-term employee benefits: The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentives which are expected to occur within twelve months after the end of the period in which the employee renders the related service.</p>
2.10	<p>Earnings per share: Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share.</p>
2.11	<p>Taxes on income: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of other items based on future sales projection of the company. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.</p>
2.12	<p>Provisions and contingencies: A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in Notes to the Financial Statements.</p>
2.13	<p>Cash and Cash Equivalents Cash and Cash equivalents for the purpose of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of those months or less.</p>
2.14	<p>Cash Flow Statement Cash flows are reported using the Indirect Method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.</p>

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED Notes forming part of the financial statements

Note No-3 Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Share Capital				
Equity shares of Rs. 10/- each with voting rights	7,500,000	75,000,000	7,500,000	75,000,000
(b) Issued Subscribed and fully paid up				
Equity shares of Rs. 10/- each with voting rights	3,572,300	35,723,000	3,572,300	35,723,000
Total	3,572,300	35,723,000	3,572,300	35,723,000

Note No-3 (i) Reconciliation of the Number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Buy back	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2016				
- Number of shares	3,572,300	-	-	3,572,300
- Amount (Rs.)	35,723,000	-	-	35,723,000
Year ended 31 March, 2015				
- Number of shares	3,572,300	-	-	3,572,300
- Amount (Rs.)	35,723,000	-	-	35,723,000

Note No- 3 (ii) The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be proportional to the number of equity shares held by the shareholders.

Note No- 3(iii) Details of shares held by each shareholder holding more than 5 % shares :

Classes of Shares/Name of Shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity Shares with voting rights				
Abhigham Consultants Pvt. Ltd.	-	0.00%	559,520	15.66%
Mr. Mukesh D. Patel	-	0.00%	435,420	12.19%
Mr. Dushyant D. Patel	-	0.00%	369,470	10.34%
Smt. Minu D. Patel	-	0.00%	200,000	5.60%
Sukruti Infratech Pvt. Ltd.	2,582,210	72.28%	855,575	23.95%

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No-4 Reserves and surplus

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Securities Premium Account		
Opening balance/ Closing Balance (Premium on shares issued in earlier years)	17,332,900	17,332,900
(b) Other Reserves (specify the nature and purpose of each reserve)		
Opening Balance (Reserve Fund u/s 451C of the RBI Act, 1934)	3,148,550	3,148,550
Add: Transfer during the Year	-	-
	3,148,550	3,148,550
(c) Surplus/ (Deficit) in Statement of Profit and Loss		
Opening Balance	(27,738,160)	(18,052,636)
Add: Transferred to Statutory Reserve Fund u/s 451C of the RBI Act, 1934		-
Add: Short Provision of tax of earlier years	-	(3,376,052)
Add: Adjustment relating to Fixed assets	-	(494,347)
Closing balance	(27,738,160)	(21,923,035)
Add: Profit for the year as per Statement of Profit & Loss	(3,742,446)	(5,815,125)
Closing balance	(31,480,606)	(27,738,160)
Total	(10,999,156)	(7,256,710)

Note No-5 Long Term Provisions

Particulars	As at 31st March, 2016	As at 31st March, 2015
	-	-
(a) Provision for Employee Benefits:		
(i) For gratuity(Refer Note 24 (A))	37,904	-
(i) For compensated absences	-	1,074,450
(b)Provision for taxation (net of advance tax)	-	557,782
		-
Total	37,904	1,632,232

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No-6 Short Term Borrowings

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
(a) Loans repayable on demand;		
- from banks	2,889,008	-
- Inter Corporate Deposits	3,078,196	-
Total	5,967,204	-

Note No-7 Short Term Provisions

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
(a) Other Provisions		
- Provision for Expenses	198,036	-
- Provision for Employees Benefit	4,766	-
Total	202,802	-

Note No - 8 Trade Payables

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Trade Payables - Refer Note 25		
- Total outstanding dues of Micro and small enterprises	-	-
- Total outstanding dues of trade payables other than Micro and small enterprises	122,789	38,897
Total	122,789	38,897

Note No-9 Other Current Liabilities

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
(a) Current Maturities of Long - Term Debt:		
- Others	-	10,533,171
(b) Other Payables		
- Statutory Dues	28,154	65,872
- Other Payables	-	65,404
Total	28,154	10,664,447

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the Financial Statements

Note No-10 Fixed assets

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2015	Additions	Deduction	Balance as at 31st March 2016	Balance as at 1st April 2015	Depreciation / amortisation expense for the year	Deduction	Balance as at 31st March 2016	Balance as at 31st March 2016	Balance as at 31st March 2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(i) Tangible Assets (Owned)										
(a) Furniture	-	8,990	-	8,990	-	430	-	430	8,560	-
Total	-	8,990	-	8,990	-	430	-	430	8,560	-
Previous Year	9,679,800	25,000	9,704,800	-	2,603,862	924,596	3,528,458	-	-	-

- (a) With effect from 1st April, 2014, The company has followed useful lives of tangible assets as prescribed by Schedule-II of the Companies Act, 2013

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No-11 Non - Current Investments

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Non - Current Investments - Unquoted, Non Trade (At lower of cost, unless otherwise stated)		
(i) Investments in Subsidiaries Maximus International Ltd. <u>In equity instruments</u> (Representing 99.99% equity share capital of subsidiary) 499,994 equity shares of Rs. 10 each fully paid up	4,999,940	
Total	4,999,940	-

Note No-12 Inventories

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Closing Stock		
Stock of Shares	12,398,827	-
Total	12,398,827	-

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED Notes forming part of the financial statements

Note No-13 Cash and Bank Balance

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Cash on hand	84	8,281
(b) Balances with banks		
(i) In current accounts	88,391	15,308,581
(ii) In fixed deposits having maturity of more than 12 months	10,000,000	-
Total	10,088,475	15,316,862

Note No-14 Short-term Loans and Advances

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Unsecured, considered good		
(a) Security Deposits	-	14,550
(b) Loans and Advances to employees	300,000	31,500
(c) Advances to others	2,657,128	4,669,468
(d) Prepaid Expenses	60,000	16,371
Total	3,017,128	4,731,889

Note No -15 Other Current Assets

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Rent Receivable		137,950
(b) Receivable against Sale of Assets	-	20,615,166
(c) TDS Receivable	130,749	-
(d) Interest receivable on deposits	439,018	-
Total	569,767	20,753,116

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No-16 Revenue from operations

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
(a) Sale of Shares	17,382,767	-
(b) Rent Income	575,000	2,760,000
(c) Profit from Intra -day share trading	12,095	
(d) Interest on other deposits	194,291	841,467
(e) Other Operating Income - Refer Note - 16(i)	780,060	53,773
Total	18,944,213	3,655,240

Note No - 16(i) Other Operating Income Comprises Of:

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
(a) Interest from Bank deposits	527,743	-
(b) Profit on Sale of Current Investment	252,317	53,773
Total	780,060	53,773

Note No -17 Other Income

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
(a) Dividend Income	31,258	200,000
(b) Interest on Income Tax Refund	-	7,698
(c) Other Misc. Income	-	4,916
Total	31,258	212,614

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No-18 Purchase of Stock-In-Trade

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Purchase of Shares	29,270,520	
Total	29,270,520	-

Note No -19 Changes In Stock

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Inventories at the end of the Year: Stock of Shares	12,398,827	-
	12,398,827	-
Inventories at the beginning of the Year: Stock of Shares	-	-
	-	-
Total	(12,398,827)	-

Note No -20 Employee Benefits Expense

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Salaries & Wages	1,506,096	2,494,225
Contribution to Provident & Other Funds	46,425	220,005
Staff Welfare Expenses	985	3,327
Total	1,553,506	2,717,557

OPTIMUS FINANCE LIMITED

Note No-21 Finance Costs

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Interest expense on:		
- Borrowings	669,718	1,753,406
Other Costs	379,829	1,230
Total	1,049,547	1,754,636

Note No -22 Other Expenses

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Advertisement Expenses	61,259	60,556
Insurance Expenses	16,371	17,780
Telephone Expenses	19,319	20,739
Legal and professional	1,001,642	367,264
Loss on trading of securities	830,137	-
Payments to auditors		
- Audit fees	69,818	42,697
- Other Services	28,500	-
Travelling & Conveyance	21,730	207,742
Printing & Stationery	70,347	66,577
Rent Expense	115,645	-
Brokerage Expense	177,206	-
Miscellaneous expenses	338,748	277,111
Total	2,750,722	1,060,466

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Additional Information to The Financial Statements:-

Note No -23 Other Disclosures as per Schedule - III

Particulars	2015-2016	2014-2015
	₹	₹
A Contingent Liabilities	Nil	Nil
B Commitments	Nil	Nil
C Claims against the company not acknowledged as debts: The company has preferred appeals against Demand made by Income Tax Authority for Interest Tax for A.Y. 1997-98 amounting to ₹ 34,24,442/- .The company has paid advance against the same of Rs. ₹ 25,07,504/- in earlier years and the same has been already charged to profit and loss account of the earlier year. An application for rectification of balance Demand of Rs. 9,16,938/- is made since there is mistake in raising demand by this amount.The company does not expect any liability to crystallize on this account.		
D CIF Value of Imports (accrual basis)	Nil	Nil
E Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters;	Nil	Nil
F FOB Value of Exports (accrual basis)	Nil	Nil
G Total value of all imported and Indigenous raw materials, spare parts and components consumed during the financial year and the total value of all raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;	Nil	Nil
H Earnings in foreign exchange	Nil	Nil
I Amounts remitted in foreign currency during the year on account of dividend	Nil	Nil

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

Note No- 24 Disclosures under Accounting Standards as notified Section 133 read with Companies (Accounts) Rules, 2014

(A) Accounting Standard -15 Employee Benefits

(i) Defined Contribution Plans:

The company has recognized following amounts in the Statement of Profit & Loss for the year:

Particulars	2015 -16	2014 -15
Contribution to Provident Fund	46,425	215,094

(ii) Gratuity:

The company has made provision for gratuity as at the year-end amounting to Rs. 37,904/- based on actual liability instead of liability worked out by an independent consultant. However, the same is not expected to have material impact on profits of the company.

(B) Accounting Standard -17 Segment Reporting

As per para 4 of AS-17 "Segment Reporting", Segment information has been disclosed in Consolidated Financial Statements

(C) Accounting Standard -18 (Related Party Disclosures)

(i) Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP) - upto 10.08.2015 Since 10.08.2015	Mr. M. D. Patel Mr. D. D. Patel Mr. Deepak Raval
Relatives of Key Managerial Personnel(KMP) upto 10.08.2015 since 10.08.2015	Mrs. Minaxi M. Patel Mr. Niraj M. Patel Mr. Nikhil Patel Mrs. Neha N. Patel Mrs. Grishma N. Patel Minu D. Patel Mr. Pranav D Patel Mrs. Rachna K. Patel Mrs. Shivani P. Patel Mrs. Neeta Raval Mr. Hardik Raval
Enterprise in which KMP / Relatives of KMP can exercise significant influence upto 10.08.2015	Abhigam Consultants Pvt Ltd Orbis Corporation Ace Corporation Onerio Chemicals Limited
Holding Company (after 10.08.2015)	Sukruti Infratech Pvt. Limited
Subsidiary Company	Maximus International Limited

Note: Related parties have been identified by the Management.

OPTIMUS FINANCE LIMITED

(ii) Details of related party transactions during the year ended 31st March, 2016 and balances outstanding as at 31st March, 2016:

Particulars	Holding	Subsidiary	KMP	Enterprise in which KMP / relatives of KMP have significant influence
Remuneration to Directors			906,000 (2,197,425)	
Investment in Shares		4,999,940 Nil		
Rent Received				312,500 (1,500,000)
Interest Paid	86,885 -	- -		
Advances given by the company		109,943 (4,669,468)		
Advances given to the company	3,000,000 Nil			
Balance Outstanding at the end of the year	3,086,885	109,943		

(iii) Related Party transaction include transaction pertaining to the following parties

Particulars	2015 -2016	2014 -2015
	₹	₹
(i) Remuneration to Directors		
(a) Mukesh D Patel (upto 10.08.2015)	144,000	2,197,425
(b) Dushyant D Patel (upto 10.08.2015)	300,000	Nil
(c) Deepak Raval (since 10.08.2015)	462,000	Nil
(ii) Investment in Shares		
(a) Maximus International Ltd. (Subsidiary from 22.12.2015)	4,999,940	Nil
(iii) Rent Received		
Onerio Chemicals Ltd.	312,500	1,500,000
(iv) Interest Received		
(a) Universal Esters Ltd. (Subsidiary upto 02.12.2014)	152,237	466,946
(v) Interest Paid		
(b) Sukruti Infratech Pvt. Ltd. (Holding Company)	86,885	Nil
(vi) Advances given by the company (subsidiary)		
(a) Maximus International Ltd. (from 22.12.2015)	109,943	Nil
(b) Universal Esters Ltd. (upto 02.12.2014)	Nil	4,669,468
(vii) Advances given to the company		
(a) Sukruti Infratech Pvt. Ltd. (holding company)	3,000,000	Nil
(viii) Outstanding at the end of the year		
(a) Maximus International Ltd. (Subsidiary from 22.12.2015)	109,943	Nil
(b) Sukruti Infratech Pvt. Ltd. (holding company)	3,086,885	Nil

OPTIMUS FINANCE LIMITED

Notes forming part of the financial statements

(D) Accounting Standards- 19 Accounting for Lease

During the year, the company had taken Office premise under cancellable lessee. This said lease is cancellable at the option of both the parties after giving one month notice.

Particulars	2015-16	2014-15
Annual Lease Rental Payable	115,645	Nil

(E) Accounting Standards - 20 Earnings Per Share

Computation of Earnings per share:

Particulars	20152016	20142015
Profit available to Equity Share holders(₹)	(3,742,446)	(5,815,125)
Weighted average number of shares Outstanding during the year:	3,572,300	3,572,300
Earnings per share (₹)	- 1.05	- 1.63

(F) Accounting Standards - 22 Accounting for taxes on income

The company has unabsorbed depreciation and carry forward losses as per tax laws. However in absence of virtual certainty supported by convincing evidence that they can be realized against future taxable profits, deferred tax assets have not been recognized.

Note No- 25: Other Disclosures

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

The company has made payment of dues to Micro, Small and Medium Enterprises generally within stipulated time of 45 days and there were no dues outstanding to Micro, Small and Medium Enterprises Development Act at the year end.

Note No- 26: Change of Management of the company during the year

The incoming promoters have acquired 8,62,575 equity shares being 24.15% of the total share capital in the previous year and have further acquire 17,19,635 equity shares on 24th July 2015 being 48.13% of the total share capital from the outgoing Promoters and public through Open Offer. " The total equity share holding of the incoming promoters as on 31st March 2016 is 72.28%

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED Notes forming part of the financial statements

Note No:- 27

**Schedule to the Balance Sheet of a Non-Deposit taking Non-Banking Financial Company
(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or
Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015)**

	Particulars		
	<u>Liabilities side :</u>		
(1)	Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	3,078,196	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (specify nature) - Bank Overdraft against fixed deposit	2,889,008	Nil
	Assets side :		Amount Outstanding
(2)	Break-up of Loans and Advances including bills receivables [other than those included in		
	(a) Secured		Nil
	(b) Unsecured		109,943
(3)	Break up of Leased Assets and stock on hire and other asset s counting towards AFC		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
(4)	Break-up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	2. Unquoted :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil

OPTIMUS FINANCE LIMITED

	Long Term investments :			
	1. Quoted :			
	(i) Shares : (a) Equity		Nil	
	(b) Preference		Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of mutual funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (please specify)		Nil	
	2. Unquoted :			
	(i) Shares : (a) Equity		4,999,940	
	(b) Preference		Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of mutual funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Investment in Subsidiary and Fixed Deposits)		Nil	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	Nil	109,943	109,943
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil
	2. Other than related parties			
	Total	Nil	109,943	109,943
(6)	Investor group - wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)	
	1. Related Parties **			
	(a) Subsidiaries	4,999,940	4,999,940	
	(b) Companies in the same group	Nil	Nil	
	(c) Other related parties	Nil	Nil	
	2. Other than related parties			
	Total	4,999,940	4,999,940	
(7)	Other information			
	Particulars	Amount		
(i)	Gross Non-Performing Assets			
	(a) Related parties	Nil		
	(b) Other than related parties	Nil		
(ii)	Net Non-Performing Assets			
	(a) Related parties	Nil		

OPTIMUS FINANCE LIMITED

Note No- 28: Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure

Signature to Note "1" to "28"

For and on Behalf of Board of Directors

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Pankaj Parikh(Chairman)
DIN: 01261332

Alok B. Shah
(Partner)
Membership No. 042005

Deepak Raval
(Whole Time Director
and Company Secretary)
DIN: 01292764

Gaurang R. Sanghavi(Director)
DIN: 02137663

Date : 31st May, 2016
Place : Vadodara

Mansi B. Desai(Director)
DIN: 07289820

Paresh P. Thakkar
(CFO)

Date : 31st May, 2016
Place : Vadodara

OPTIMUS FINANCE LIMITED

Independent Auditor's Report on Consolidated Financial Statements To the Members of Optimus Finance Limited (Formerly Known as Transpek Finance Limited) Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Optimus Finance Limited (Formerly known as Transpek Finance Limited) ("the Company"), its subsidiary from 01.02.2016 (collectively referred to as "the group") comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which has been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial

OPTIMUS FINANCE LIMITED

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of audited report of the subsidiary as noted below, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2016;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the preparation of Consolidated Financial Statements;
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

OPTIMUS FINANCE LIMITED

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2016 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act ;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”;
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its consolidated financial position of the Group – Refer Note 26(A) and (C) to the Consolidated Financial Statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For CNK & Associates, LLP
Chartered Accountants
Firm Registration No- 101961W

Alok B Shah
Partner
M.No. 42005
Vadodara, 31st May, 2016

OPTIMUS FINANCE LIMITED

Annexure A to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of **OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED)** (“the Holding Company”) and its subsidiary company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary which is incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

OPTIMUS FINANCE LIMITED

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company which is incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CNK & Associates LLP
Chartered Accountants
FRN: 101961W

Alok B Shah
Partner
M. No: 42005
Vadodara, May 31st, 2016

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2016

Particulars	Note No	For the Year Ended 31 March, 2016	For the Year Ended 31 March, 2015
		₹	₹
INCOME			
Revenue from operations	18	23,870,786	70,357,778
Other income	19	31,258	212,672
Total revenue		23,902,044	70,570,450
EXPENSES			
(a) Cost of Material consumed	20	-	52,176,382
(b) Purchase of Stock-In-Trade	21	33,375,901	-
(c) Change in inventories of Stock-In-Trade	22	(12,398,827)	950,030
(d) Employee benefits expense	23	1,633,119	7,765,599
(e) Finance Costs	24	1,049,547	4,472,021
(f) Depreciation and amortisation expense	10	430	2,033,051
(g) Other expenses	25	3,325,729	9,378,373
Total expenses		26,985,899	76,775,456
Loss Before Exceptional Items and Tax		(3,083,855)	(6,205,006)
Profit/Loss (-) on Sale of Assets / Investments (net)		-	(2,916,471)
Loss After Exceptional Items and Before Tax		(3,083,855)	(9,121,477)
Tax expense:			
(a) Current tax		106,900	803,600
(b) Deferred tax		(40,788)	1,319,112
(c) Adjustment for earlier years		492,018	-
		558,130	2,122,712
Less: - Profit attributable to Minority shareholders		661	-
Loss for the year		(3,642,646)	(11,244,189)
Earnings per equity share (Basic & Diluted) Par Value Rs. 10 per share		(1.02)	(3.15)
See accompanying notes forming part of the financial statements	1 to 2		

For and on Behalf of Board of Directors

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Pankaj Parikh(Chairman)
DIN: 01261332

Deepak Raval
(Whole Time Director
and Company Secretary)
DIN: 01292764

Alok B. Shah
(Partner)
Membership No. 042005

Gaurang R. Sanghavi(Director)
DIN: 02137663

Mansi B. Desai(Director)
DIN: 07289820

Paresh P. Thakkar (CFO)

Date : 31st May, 2016
Place : Vadodara

Date : 31st May, 2016
Place : Vadodara

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2016

Particulars	Note No.	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
EQUITY & LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	35,723,000	35,723,000
(b) Reserves and surplus	4	(10,899,356)	(7,256,709)
		24,823,644	28,466,291
(2) Minority Interest		720	-
(3) Non Current liabilities			
(a) Long Term Provisions	5	37,904	1,074,450
		37,904	1,074,450
(4) Current liabilities			
(a) Short Term Borrowings	6	5,967,204	-
(b) Short Term Provisions	7	320,952	557,782
(c) Trade Payables	8	122,789	38,897
(d) Other current liabilities	9	35,452	10,664,447
		6,446,397	11,261,126
TOTAL		31,308,665	40,801,867
II ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	8,560	-
(ii) Deferred Tax Asset (Net)	11	40,788	-
(iii) Long Term Loans and Advances	12	45,000	-
		94,348	-
(2) Current assets			
(a) Inventories	13	12,398,827	-
(b) Trade Receivables	14	4,817,361	-
(c) Cash and cash equivalents	15	10,521,178	15,316,862
(d) Short-term loans and advances	16	2,907,184	4,731,889
(e) Other current assets	17	569,767	20,753,116
		31,214,317	40,801,867
TOTAL		31,308,665	40,801,867
See accompanying notes forming part of the financial 1 to 2 statements			

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Alok B. Shah
(Partner)
Membership No. 042005

Date : 31st May, 2016
Place : Vadodara

For and on Behalf of Board of Directors

Pankaj Parikh (Chairman)
DIN: 01261332

Deepak Raval (Whole Time Director
and Company Secretary)
DIN: 01292764

Gaurang R. Sanghavi (Director)
DIN: 02137663

Mansi B. Desai (Director)
DIN: 07289820

Paresh P. Thakkar (CFO)
Date : 31st May, 2016
Place : Vadodara

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

Sr. No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before exceptional items, prior period items and tax:	(3,083,855)	(5,011,525)
	Adjustments for :		
	Depreciation /ammortisation	430	430,249
	Effect of exchange rate change	109,212	
	Short Provision of Tax of earlier years taken from reserve		(3,376,052)
	Adjustment of Depreciation Taken from Reserve	-	(494,347)
	(Profit)/Loss on sale of Asset		(31,794,119)
	Provision for Income Tax	- 109,642	(803,600)
	Operating Profit before working capital changes	(2,974,213)	(41,049,394)
	Adjustments for:		
	(Increase)/Decrease in Loans and Advances	1,910,464	
	(Increase)/Decrease in receivables	(4,926,573)	
	(Increase)/Decrease in Inventory	(12,398,827)	
	(Increase)/Decrease in Other Current Assets	20,183,349	(20,507,000)
	Increase/(Decrease) in Trade Payables	83,892	
	Increase/(Decrease) in Liabilities and Provisions	(11,451,489)	
	Cash generated from Operations	6,599,184	604,026
	Less : Direct taxes paid (Net of refund, if any)	(9,573,397)	(19,902,974)
	Tax Paid	1,180,559	-
	Cash flow before extraordinary items	(10,753,956)	(60,952,368)
	Prior Period Adjustments	-	(3,991,000)
	Net cash from Operating Activities (A)	(10,753,956)	(56,961,368)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed assets	(8,990)	
	Proceeds from Sale of Asset		71,739,000
	Investments in Bank Deposits haveing maturity of 3 months	(10,000,000)	
	Net Cash used in Investing Activities (B)	(10,008,990)	71,739,000
C	CASH FLOW FROM FINANCING ACTIVITIES (C)		
	Receipt of Borrowing	5,967,260	(576,197)
	Payment of Borrowing	5,967,260	(576,197)
	Net increase in cash and cash equivalents (A+B+C)	(14,795,686)	14,201,435
	Cash and cash equivalents at the beginning of the year	15,316,862	1,115,427
	Cash and Cash Equivalents at the end of the year	521,178	15,316,862
	Components of Cash & Cash Equivalents		
	Cash on Hand	98,109	8,281
	Bank Balance	423,069	15,308,581
	Cash and Cash Equivalents (As per Note No. 13)	521,178	15,316,862

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Alok B. Shah
(Partner)
Membership No. 042005

Date : 31st May, 2016
Place : Vadodara

For and on Behalf of Board of Directors

Pankaj Parikh(Chairman)
DIN: 01261332

Deepak Raval (Whole Time Director
and Company Secretary)
DIN: 01292764

Gaurang R. Sanghavi(Director)
DIN: 02137663

Mansi B. Desai(Director)
DIN: 07289820

Paresh P. Thakkar (CFO)

Date : 31st May, 2016
Place : Vadodara

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED)

Notes forming part of the Consolidated Financial Statements

NOTE 1: COMPANY OVERVIEW

Optimus Finance Limited (formerly known as Transpek Finance Limited) (“the holding company”) is a Non-Banking Finance Company with activities consisting of investment.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATION

A. Basis:

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. These consolidated financial statements comprise of the financial statement of the holding company and it's subsidiaries , herein after collectively referred to as “the group”.

Details of the subsidiaries considered in the consolidated financial statements is as under:

Name of the company	Date of Acquisition/Disposal	Country of Incorporation	% of shareholding
Maximus International Limited	22.12.15	India	99.99%
Universal Esters Limited	Upto 02.12.14(Date of disposal)	India	63.16%

B Principles of Consolidation:

The consolidated financial statements of the Group have been prepared on the following basis:

1. The financial statements of the holding company and the subsidiaries are combined on a line basis by adding together the book values of like item of income and expenses.
2. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where it is not practicable to do so.
3. Significant Accounting Policies and Notes accompanying Accounts of the financial statements of the group are set out in their respective financial statements.
4. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the holding company's separate financial statements.

C. SIGNIFICANT ACCOUNTING POLICIES

2.1	<p>Basis of accounting and preparation of financial statements:</p> <p>These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises of mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. The Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities. This is based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents.</p>
2.2	<p>Use of estimates:</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.</p>

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2.3	<p>Inventories: The company is a Non Banking Financial Company primarily engaged in investing in shares and securities to which the "Accounting Standard 2 Valuation of Inventories" is not applicable. The same has been valued on weighted average cost basis at lower of cost or market value as prescribed by the "Accounting Standard 13 Accounting for Investments"</p> <p>Raw Materials are valued at Cost and Net Realizable Value, whichever is lower. Cost is determined on First In First Out Basis. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.</p> <p>Finished goods, traded goods and work in progress are valued at Cost and Net Realizable Value, whichever is lower.</p>
2.4	<p>Fixed Assets (i) Tangible Assets Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes other incidental expenses incurred up to that date the asset is ready for its intended use. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance</p>
2.5	<p>Depreciation and amortization: (i) Tangible Assets Depreciation has been provided on the Straight-Line basis as per the useful lives as prescribed in Part C of Schedule II to the Companies Act, 2013.</p>
2.6	<p>Investments: Investment has been classified as per "Non Banking Financial (Non Depositing Accepting or Holding) Companies Prudential Norms (Reserve Bank Direction), 2015" as under.</p> <p>(a) Non Current Investments: Long term investments have been valued at cost. Diminutions in the value of Investments which are not temporary in nature have been provided.</p> <p>(b) Current Investments: (i) Quoted current investments are valued at cost or market value whichever is lower. (ii) Unquoted investments in the unit of mutual funds are valued at Cost or the net asset value declared by the mutual fund in respect of each particular year whichever is lower.</p>
2.7	<p>Revenue recognition: Trading in shares and Securities: The revenue from actual delivery based sales of shares and securities are recognized as sales on actual sale of shares and securities in the stock exchange.</p> <p>In case of Intra -day sales purchase of sales and securities , which are settled otherwise than actual delivery or transfer , the net difference is only considered in statement of profit and loss.</p> <p><u>Sale of Traded -goods</u> Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership</p> <p>Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.</p> <p><u>Operating Income:</u> Interest Income : Interest income is accounted on accrual basis. Dividend Income : Dividend Income is accounted for when the right to receive it is established. Lease Income : Rental Income is recognized on time proportionate basis over the period of rent.</p>

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2.8	<p>Employee benefits: Employee benefits include provident fund, gratuity fund and compensated absences.</p> <p><u>Defined contribution plans:</u> The Company's makes contribution to provident fund to Employees Provident Fund Organization (managed by Government) and charged the same as an expense as they fall due based on the amount of contribution required to be made.</p> <p><u>Gratuity:</u> The company has calculated gratuity on actual basis.</p> <p><u>Short -term employee benefits:</u> The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentives which are expected to occur within twelve months after the end of the period in which the employee renders the related service.</p>
2.9	<p>Earnings per share: Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.</p>
2.10	<p>Foreign Currency transactions and translations: <u>Initial Recognition:</u> Transactions in foreign currencies entered into by the group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Measurement of foreign currency monetary items at the Balance Sheet date: Foreign currency monetary items outstanding at the Balance Sheet date are restated at the year end rates. Exchange differences arising out of these are charged to the Statement of Profit and Loss.</p> <p><u>Treatment of exchange differences:</u> Exchange differences arising on settlement/restatement of short - term foreign currency monetary assets and liabilities of the group are recognized as income or expense in the statement of profit and loss.</p>
2.11	<p>Taxes on income: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing difference of other items based on future sales projection of the company. Deferred tax assets and liabilities are offset if such items related to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.</p>
2.12	<p>Provisions and Contingencies : A provision is recognized when the company has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in Notes to the Financial Statements.</p>
2.13	<p>Cash and Cash Equivalents : Cash and Cash equivalents for the purposes of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.</p>
2.14	<p>Cash Flow Statement : Cash flows are reported using the Indirect Method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated</p>

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OPTIMUS FINANCE LIMITED Notes forming part of the consolidated financial statements

Note No-3 Share capital

Particulars	As at 31 March, 2016	As at 31 March, 2016	As at 31 March, 2015	As at 31 March, 2015
	Number of Shares	₹	Number of Shares	₹
(a) Authorised Share Capital 75,00,000 (75,00,000) Equity shares of Rs. 10/- each with voting rights	7,500,000	75,000,000	7,500,000	75,000,000
(b) Issued Subscribed and fully paid up 35,72,300 (35,72,300) Equity shares of Rs. 10/- each with voting rights	3,572,300	35,723,000	3,572,300	35,723,000
Total	3,572,300	35,723,000	3,572,300	35,723,000
Total	3,572,300	35,723,000	3,572,300	35,723,000

Note No-3 (i) Reconciliation of the Number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Buy Back	Closing Balance
Equity shares with voting rights Year ended 31 March, 2016				
- Number of shares	3,572,300			3,572,300
- Amount (₹)	35,723,000			35,723,000
Year ended 31 March, 2015				
- Number of shares	3,572,300			3,572,300
- Amount (₹)	35,723,000			35,723,000

Note No- 3 (ii) The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be proportional to the number of equity shares held by the shareholders.

Note No- 3(iii) Details of shares held by each shareholder holding more than 5 % shares :

Classes of Shares/Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity Shares with voting rights				
Abhigham Consultants Pvt. Ltd.	-	-	559,520	15.66%
Mr. Mukesh D. Patel	-	-	435,420	12.19%
Mr. Dushyant D. Patel	-	-	369,470	10.34%
Smt. Minu D. Patel	-	-	200,000	5.60%
Sukruti Infratech Pvt. Ltd.	2,582,210	72.28%	855,575	23.95%

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Notes forming part of the consolidated financial statements

Note No-4 Reserves and surplus

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
(a) Securities Premium Account		
Opening balance/ Closing Balance (Premium on shares issued in earlier years)	17,332,900	17,332,900
(c) Other Reserves (specify the nature and purpose of each reserve)		
Opening Balance (Reserve Fund u/s 45IC of the RBI Act, 1934)	3,148,550	3,148,550
Add: Transfer during the Year	-	-
	3,148,550	3,148,550
(d) Surplus/ (Deficit) in Statement of Profit and Loss		
Opening Balance	(27,738,160)	(18,052,636)
Add: Transferred to Statutory Reserve Fund u/s 45IC of the RBI Act, 1934	-	-
Add: Short Provision of tax of earlier years	-	(3,376,052)
Add: Adjustment relating to Fixed assets	-	(494,347)
Closing balance	(27,738,160)	(21,923,035)
Add: Profit for the year as per Statement of Profit & Loss	(3,642,646)	(5,815,125)
Closing balance	(31,380,806)	(27,738,160)
Total	(10,899,356)	(7,256,710)

Note No -5 Long Term Provisions

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
(a) Provision for Employee Benefits		
(i) For gratuity	37,904	-
(ii) For compensated absences	-	1,074,450
Total	37,904	1,074,450

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Notes forming part of the consolidated financial statements

Note No-6 Short Term Borrowings

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
(a) Loans repayable on demand;		
(i) from banks	2,889,008	-
(ii) Inter Corporate Deposit	3,078,196	-
Total	5,967,204	-

Note No -7 Short Term Provisions

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
(a) Provision for tax	106,900	557,782
(b) Other Provisions		
- Provision for Expenses	209,286	-
- Provision for Employees Benefit	4,766	-
Total	320,952	557,782

Note No -8 Trade Payables

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
Trade Payables - Refer Note 29	-	-
(a) Total outstanding dues of Micro and small enterprises		
(b) Total outstanding dues of trade payables other than Micro and small enterprises	122,789	38,897
Total	122,789	38,897

Note No -9 Other Current Liabilities

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(Rs.)	(Rs.)
(a) Current Maturities of Long-Term Debt:		
- Others	-	10,533,171
(b) Other Payables		
- Statutory Dues	29,404	65,872
- Others	6,048	65,404
TOTAL	35,452	10,664,447

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Note No-10 Fixed assets

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2015	Additions	Deduction	Balance as at 31st March 2016	Balance as at 1st April 2015	Depreciation / amortisation expense for the year	Deduction	Balance as at 31st March 2016	Balance as at 31st March 2015
(i) Tangible Assets (Owned)									
(a) Furniture	-	8,990	-	8,990	-	430	-	430	-
Total	-	8,990	-	8,990	-	430	-	430	-
Previous Year	9,679,800	25,000	9,704,800	-	2,603,862	924,596	3,528,458	-	-

a) The Company has followed useful lives of tangible assets as prescribed by Schedule II to the Companies Act, 2013.

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Notes forming part of the consolidated financial statements

Note No 11: Deferred Tax Assets (Net)

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Deferred Tax Assets - Preincorporation expense	40,788	-
Total	40,788	-

Note No. 12: Long - Term Loans and Advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Other Loans and Advances (a) Balance with Revenue Authorities - VAT Authorities	35,000	-
- CST Authorities	10,000	-
Total	45,000	-

Note No-13 Inventories

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Closing Stock Stock of Shares	12,398,827	-
Total	12,398,827	-

Note No.14: Trade Receivable

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Unsecured, Considered Good (a) Outstanding for a period exceeding six months from due date	-	-
(b) Others	4,817,361	-
Total	4,817,361	-

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OPTIMUS FINANCE LIMITED Notes forming part of the consolidated financial statements

Note No-15 Cash and Bank Balance

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Cash on hand	98,109	8,281
(b) Balances with banks	-	-
(i) In current accounts	423,069	15,308,581
(ii) In fixed deposits-having maturity of more than 12 months	10,000,000	-
Total	10,521,178	15,316,862

Note No 16 Short - term Loans and Advances

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Unsecured, considered good		
(a) Security Deposits		14,550
(b) Loans and Advances to employees	300,000	31,500
(c) Advances to others	2,547,184	4,669,468
(d) Prepaid Expenses	60,000	16,371
Total	2,907,184	4,731,889

Note No 17 Other Current Assets

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
(a) Rent Receivable	-	137,950
(b) Receivable against Sale of Assets	-	20,615,166
(c) TDS Receivable	130,749	-
(d) Interest receivable on deposits	439,018	-
Total	569,767	20,753,116

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OPTIMUS FINANCE LIMITED Notes forming part of the consolidated financial statements

Note No-18 Revenue from operations

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Sale of Products:		
(a) Sale of Manufactured Goods	-	72,768,311
Less: Excise Duty	-	6,065,773
Net sale from manufactured goods	-	66,702,538
(b) Sale of Shares	17,382,767	-
(c) Sale of Traded Goods	4,938,668	-
(d) Rent Income	575,000	2,760,000
(e) Interest on other deposit	194,291	841,467
(f) Other Operating Income - Refer Note - 18(i)	780,060	53,773
Total	23,870,786	70,357,778

Note No - 18(i) Other Operating Income Comprises Of:

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
(a) Profit on Sale of Current Investment	252,317	53,773
(b) Interest on Bank Deposit	527,743	-
Total	780,060	53,773

Note No - 19 Other Income

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
(a) Dividend Income	31,258	200,000
(b) Interest on Income Tax & VAT Refund	-	7,758
(c) Other Misc. Income	-	4,914
Total	31,258	212,672

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Note No-20 Cost of Material Consumed

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Opening Stock		8,336,767
Add: purchases	-	52,777,910
Less: Closing Stock	-	9,855,378
Cost of Material Consumed	-	51,259,299
Packing Material Consumed	-	917,083
Total	-	52,176,382

Note No - 21 Purchase of Stock-In-Trade

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Purchase of Shares	29,270,520	-
Purchase of Traded Goods	4,105,381	-
Total	33,375,901	-

Note No - 22 Changes In Stock

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Inventories at the end of the Year:		
Stock of Shares	12,398,827	-
work-in-progress	-	14,332,389
	12,398,827	14,332,389
Inventories at the beginning of the Year:		
Stock of Shares	-	-
work -in-progress	-	15,282,419
	-	15,282,419
Total	(12,398,827)	950,030

Note No-23 Employee Benefits Expense

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Salaries & Wages	1,585,709	7,262,466
Contribution to Provident & Other Funds	46,425	492,816
Staff Welfare Expenses	985	10,317
Total	1,633,119	7,765,599

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Note No-24 Finance Costs

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Interest expense on:		
- Borro wings	669,718	4,394,470
Other Interest	379,829	77,551
Total	1,049,547	4,472,021

Note No - 25 Other Expenses

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Stores consumed, Jobwork charges	-	1,252,008
Repairs & Maintenance	-	352,666
Rates & Taxes	2,000	31,083
Sales tax Expense	-	408,224
Advertisement Expenses	61,259	-
Filling Fees	167,803	-
Foreign Exchange (Gain) / Loss	128,835	130,255
Insurance Expenses	16,371	221,275
Inspection Charges	77,920	-
Telephone Expenses	23,311	87,675
Legal and professional	1,060,227	606,269
Loss on trading of securities	830,137	-
Payments to auditors	-	-
Audit fees	110,818	92,697
Travelling & Conveyance	93,460	465,539
Selling & distribution Expense	-	831,292
Printing & Stationery	78,538	-
Rent Expense	119,193	-
Brokerage Expense	177,206	-
Miscellaneous expenses	378,650	4,899,390
Total	3,325,729	9,378,373

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OPTIMUS FINANCE LIMITED Additional Information to The Consolidated Financial Statements:-

Note No -26 Other Disclosures as per Schedule - III

Particulars	2015-2016	2014-2015
	₹	₹
A Contingent Liabilities	Nil	Nil
B Commitments	Nil	Nil

C Claims against the company not acknowledged as debts:

The holding company has preferred appeals against Demand made by Income Tax Authority for Interest Tax for A.Y. 1997-98 amounting to ₹ 34,24,442/-. The company has paid advance against the same of ₹ 25,07,504/- in earlier years and the same has been already charged to profit and loss account of the earlier year. An application for rectification of balance Demand of Rs. 9,16,938/- is made since there is mistake in raising demand by this amount. The company does not expect any liability to crystallize on this account.

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Notes forming part of the consolidated financial statements

Note No- 27 Disclosures under Accounting Standards as notified Section 133 read with Companies (Accounts) Rules, 2014

(A) Accounting Standard -15 Employee Benefits

(i) Defined Contribution Plans:

The company has recognized following amounts in the Profit & Loss for the year:

Particulars	2015-16	2014-15
Contribution to Provident Fund	46,425	487,905

(ii) Gratuity:

The holding company has made provision for gratuity as at the year end amounting to Rs.37,904/-(previous year 6,88,816/-) based on actual liability instead of liability worked out by an independent consultant

(B) Disclosure as per Accounting Standard -17 "Segment Reporting"

Identification of Segments

(a) Primary Segment- Business Segment

The group's operation predominantly comprise of two segments i.e Financing and Investment activity and sale of chemicals. In view of the same, separate segmental information is provided as under:-

Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Segment Revenue		
(a) Financing and Investment activity	4,926,573	66,702,538
(b) Manufacturing and Trading in chemicals	18,944,213	3,655,240
Segmental Operating Income	23,870,786	70,357,778
Other Income	31,258	212,672
Segment results		
(a) Financing and Investment activity	- 3,250,427	- 5,011,524
(b) Manufacturing and Trading in chemicals	166,572	4,109,952
Profit before tax	- 3,083,855	- 9,121,476
Other Information		
Segment assets		
(a) Financing and Investment activity	25,972,814	40,801,867
(b) Manufacturing and Trading in chemicals	5,335,851	-
Total	31,308,665	40,801,867
Segment liabilities		
(a) Financing and Investment activity	6,358,973	12,335,576
(b) Manufacturing and Trading in chemicals	126,048	-
Total	6,485,021	12,335,576

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(C) Accounting Standard -18 (Related Party Disclosures)

(i) Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP) - upto 10.08.2015	Mr. M. D. Patel Mr. D. D. Patel
- after 10.08.2015 Key Management Personnel (KMP)	Mr. Deepak Raval Mr. Deepak Raval Mr. Pankaj Parikh Mr. Gaurang Sanghavi
Relatives of Key Mangerial Personnel(KMP) - upto 10.08.2015	Mrs. Minaxi M. Patel Mr. Niraj M. Patel Mr. Nikhil Patel Mrs. Neha N. Patel Mrs. Grishma N. Patel Minu D. Patel Mr. Pranav D Patel Mrs. Rachna K. Patel Mrs. Shivani P. Patel
Since 10.08.2015	Mrs. Neeta Raval Mr. Hardik Raval
Enterprise in which KMP / Relatives of KMP can exercise significant influence upto 10.08.2015	Abhigam Consultants Pvt Ltd Orbis Corporation Ace Corporation Onerio Chemicals Limited
Holding Company (after 10.08.2015)	Sukruti Infratech Pvt. Limited
Subsidiary Company (from 22.12.2015)	Maximus International Limited

Note: Related parties have been identified by the Management.

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(ii) Details of related party transactions during the year ended 31st March, 2016 and balances outstanding as at 31st March, 2016:

Particulars	Holding	KMP	Relatives of KMP	Enterprise in which KMP / relatives of KMP have significant influence	Total
Remuneration to Directors	-	906,000 (2,997,425)	Nil (729,640)	-	906,000 (3,727,065)
Rent Received	-	-	-	312,500 (1,500,000)	312,500 (1,500,000)
Interest paid	86,885 (312,151)	- (34,544)	- (36,767)	- (251,121)	86,885 (634,583)
Advances given/repaid by the company	-	-	-	-	-
	-	(2,500,000)	-	-	(2,500,000)
Advances given to the company	3,000,000	-	-	-	3,000,000
	-	(10,000,000)	-	(1,270,000)	(11,270,000)
Balance Outstanding at the end of the year	3,086,885 (4,956,647)	- (11,569,853)	-	- (4,134,758)	3,086,885 (20,661,258)

(*) Figures in bracket represent figures of previous year

(iii) Related Party transaction include transaction pertaining to the following parties

Particulars	2015-2016	2014-2015
	₹	₹
(i) Remuneration to Directors		
(a) Mukesh D Patel (upto 10.08.2015)	144,000	687,200
(b) Dushyant D Patel (upto 10.08.2015)	300,000	1,510,225
(c) Deepak Raval (since 10.08.2015)	462,000	Nil
(d) Vikas Gole	Nil	800,000
(e) Nikhil Patel	Nil	729,640
(ii) Rent Received		
Onerio Chemicals Ltd.	312,500	1,500,000
(iii) Interest Paid		
(a) Transpek Finance Limited	Nil	312,151
(b) Abhigam Consultants Private Limited	Nil	80,723
(c) Onerio Chemicals Limited	Nil	170,398
(d) Vikas Gole	Nil	3,722
(e) Nkhil Patel	Nil	36,767
(f) Mukesh D Patel	Nil	30,822
(iv) Interest Paid		
(a) Sukruti Infratech Pvt. Ltd. (Holding Company)	86,885	Nil
(v) Advances repaid by the company		
(a) Vikas Gole	Nil	2,500,000
(vi) Advances given to the company		
(a) Sukruti Infratech Pvt. Ltd. (holding company)	3,000,000	Nil
(b) Abhigam Consultants Private Limited	Nil	1,270,000
(c) Vikas Gole	Nil	2,500,000
(d) Mukesh D Patel	Nil	7,500,000
(vii) Outstanding at the end of the year		
(a) Sukruti Infratech Pvt. Ltd. (holding company)	3,086,885	Nil
(b) Onerio Chemicals Limited	-	2,792,105
(c) Transpek Finance Limited	-	4,956,647
(d) Vikas Gole	-	3,459,023
(e) Nikhil Patel	-	5,533,090
(f) Mukesh D. Patel	-	7,527,740
(g) Abhigam Consultant Private Limited	-	1,342,651

OPTIMUS FINANCE LIMITED

Notes forming part of the consolidated financial statements

(D) Accounting Standards- 19 Accounting for Lease

During the year, the company had taken Office premise under cancellable lessee. This said lease is cancellable at the option of both the parties after giving one month notice

Particulars	2015-16 Amount (Rs.)	2014-15 Amount (Rs.)
Annual Lease Rental Payable	119,193	Nil
Total	119,193	Nil

Note No - 28 Other Disclosures as per Schedule - III

Name of the company	Net Assets, i.e. total assets minus total liabilities		Share in profit or (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent	79.80%	262,93,993	- 105.40%	(3,250,427)
Subsidiary	20.20%	5,014,672	5.40%	166,572
Total	100%	313,08,665	-100%	(3,083,855)

OPTIMUS FINANCE LIMITED

OPTIMUS FINANCE LIMITED

Notes forming part of the consolidated financial statements

Note No- 29: Other Disclosures

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

The company has made payment of dues to Micro, Small and Medium Enterprises generally within stipulated time of 45 days and there were no dues outstanding to Micro, Small and Medium Enterprises Development Act at the year end.

Note No- 30: Foreign exposure as on year end as under

Particulars	2015-2016
	Amount (\$)
Amount Receivable	72,624

Note No- 31: Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per Our report of even date
For CNK & Associates LLP
Chartered Accountants
FRN:- 101961W

Alok B. Shah
(Partner)
Membership No. 042005

Date : 31st May, 2016
Place : Vadodara

For and on Behalf of Board of Directors

Pankaj Parikh(Chairman)
DIN: 01261332

Deepak Raval (Whole Time Director
and Company Secretary)
DIN: 01292764

Gaurang R. Sanghavi(Director)
DIN: 02137663

Mansi B. Desai(Director)
DIN: 07289820

Paresh P. Thakkar (CFO)

Date : 31st May, 2016
Place : Vadodara

OPTIMUS FINANCE LIMITED

**Regd. Office : 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg,
Vadi-Wadi, Vadodara - 390 003.**

ADMISSION SLIP

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at entrance of the meeting hall.

I hereby record my presence at the 25th Annual General Meeting held on Friday, 30th September, 2016 at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara - 390 003 at 11.00AM

Full Name of the Shareholder

Folio No. :

Signature

Full Name of the Proxy

Signature

OPTIMUS FINANCE LIMITED

Regd. Office : 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara - 390 003.

PROXY FORM

I / We

of

in the district of

being a Members(s) of

the above named Company, hereby appoint of failing him

of

in the district of

as my / our proxy to vote on my/our behalf at the 25th Annual General Meeting of the Company, to be held on

Friday, 30th September, 2016 at 11 AM and at any adjournment thereof.

Name

Address

Signed this

day of

of

2016

Re.1
Revenue
Stamp

Book-Post

**Postal
Stamp**

If undelivered, please return to:

OPTIMUS FINANCE LIMITED

Regd. Office : 301, Atlantis Heritage,
Dr. Vikram Sarabhai Marg, Vadi-Wadi,
Vadodara - 390 003.