



Ref: OFL/BSE/2024
Date: 06.09.2024

To,
The Corporate Relations Department
Bombay Stock Exchange Limited
Department of Corporate Services
P J Towers, Dalal Street, Fort,
Mumbai - 400 001.

Re: Optimus Finance Limited
Scrip Code: 531254

Sub: Submission of Notice of 33rd Annual General Meeting of the Company.

Dear Sir / Ma'am,

This is to inform you that the 33rd Annual General Meeting of the Company will be held on **Monday, 30th September 2024 at 04:00 P.M. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Pursuant to the provisions of Regulation 30 and 34(1) read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 33rd Annual General Meeting ('33rd AGM') of the Company along with the instructions for E-Voting.

The relevant details in connection with the 33rd AGM are as under:

Sr. No.	Particulars	Details
1.	Date, Day and Time of AGM	Monday, 30 th September 2024 at 04:00 P.M. (IST) through VC/OAVM.
2.	Cut-off date for the purpose of E-Voting at the 33 rd AGM	Monday, 23 rd September 2024.
3.	Remote E-Voting period	The Remote E-Voting period will commence on Friday, 27 th September 2024 at 9:00 A.M. (IST) and shall conclude on Sunday, 29 th September 2024 at 5:00 P.M. (IST).

We hereby inform that the Annual Report for the Financial Year 2023-2024 (including Notice of the 33rd AGM) has been sent through email to all the members who have registered their Email IDs with the Registrar and Transfer Agent of the Company. i.e., Link Intime Private Limited.

OPTIMUS FINANCE LIMITED

Regd. Off.: 504A, "OZONE", Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara -390 003, Gujarat, INDIA
Phone: +91 265 232 5321 ● E-mail: info@optimusfinance.in ● CIN: L65910GJ1991PLC015044
Website: www.optimusfinance.in



The Notice and the Annual Report are also uploaded at the Company's website at www.optimusfinance.in.

Kindly take the same on your records.

For Optimus Finance Limited

Krati Gupta

Company Secretary & Compliance Officer

Encl: As above

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Website: www.optimusfinance.in

Notice

NOTICE is hereby given that the Thirty-third (33rd) Annual General Meeting of the Members of **OPTIMUS FINANCE LIMITED** will be held on **Monday, the 30th day of September 2024 at 04:00 P.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of the Audited Financial Statements as of 31st March 2024:

To receive, consider and adopt the

- Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors' thereon; and
- Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Report of the Auditors' thereon.

Item No. 2: Appointment of Mr. Dipak Raval having DIN: 01292764 as a director liable to retire by rotation:

To appoint a director in place of Mr. Dipak Raval having DIN: 01292764 who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: Increase in Remuneration of Mr. Dipak Raval, Whole time Director (DIN: 01292764):

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof and the Articles of Association of the Company and subject to such other permissions, sanction(s) as may be required under the Act, if any, and in furtherance to the Special Resolution passed at the Annual General Meeting of the Company held on 30th September 2023 ("32nd AGM") for re-appointment of Mr. Dipak Raval (DIN: 01292764) as a Whole time Director of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company at their respective meetings held on 1st July 2024, the consent of the Members of the Company, be and

is hereby accorded for revision in the remuneration payable to Mr. Dipak Raval, Whole time Director of the Company, as per the recommendations of the Board set out in the Explanatory Statement forming part of this Notice.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the 32nd AGM with respect to the re-appointment of Mr. Dipak Raval (DIN: 01292764) as a Whole time Director of the Company shall continue to remain in full force and effect with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other applicable provisions or any amendments thereto, or such other limits as may be prescribed from time to time and as agreed to between the Board of Directors and as may be acceptable to Mr. Dipak Raval.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors), Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT a certified copy of this resolution, duly signed by any of the Directors or Company Secretary or Chief Financial Officer of the Company, be forwarded to the concerned authorities / parties, as and when required."

Item No. 4: Approval for Material Related Party Transaction(s) for Financial Year 2025-26:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date ("SEBI Listing Regulations"), applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, including any statutory modification(s) or

amendment(s) or re-enactment(s) thereof, for the time being in force, the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and based on recommendation and approval of the Audit Committee and the Board of Directors of the Company, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) including any modifications, alterations or amendments thereto, with its Related Parties namely (1) Maximus International Limited (MIL), (2) Sukruti Infratech Private Limited (SIPL), (3) MX Africa Limited (MX), (4) Maximus Global FZE (MGF), (5) Maximus Lubricants LLC (MLL), (6) Quantum Lubricants (E.A.) Limited (QLL), (7) Quebec Petroleum Resources Limited (Quebec), (8) SKG Energy PTE. Ltd. (SKG) with respect to ("i") Providing/Availing Loan(s), Inter corporate Deposit(s), advance(s) or providing guarantee(s) or security(ies) for loan taken by Related Party and (9) Maximus International Limited (MIL), (10) Sukruti Infratech Private Limited (SIPL), (11) MX Africa Limited (MX), (12) Maximus Global FZE (MGF), (13) Maximus Lubricants LLC (MLL), (14) Quantum Lubricants (E.A.) Limited (QLL), (15) Quebec Petroleum Resources Limited (Quebec), (16) SKG Energy PTE. Ltd. (SKG), with respect to ("ii") Investment(s)/Redemption/Repayment/Conversion of Shares/Loan to meet business objectives /requirements/exigencies; being "Related Parties" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company during the Financial Year 2025-26;

RESOLVED FURTHER THAT the Board of Directors and Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions powers herein

conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Place: Vadodara
Date: 13.08.2024

By Order of the Board
For Optimus Finance Limited

SD/-
Krati Gupta
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") read with Circular 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, and Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars"), permitted the companies to conduct their Annual General Meetings to be held on or before September 30, 2024 through VC/OAVM, without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM on 30th September 2024, at 04:00 P.M. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara-390003, Gujarat, India.
 2. Pursuant to the provisions of the Companies Act, 2013 ('the Act'), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
- However, members of the Company under the category of Institutional Investors / Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / Authorization Letter to the Company on its registered email address to info@optimusfinance.in or upload on the VC portal / e-voting portal.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
 4. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Business to be transacted at the meeting set out in the Notice is annexed hereto. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), is also annexed to this Notice.
 5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 6. In compliance with the aforesaid MCA and SEBI Circulars, printing and dispatch of physical Annual Reports for the Financial Year 2023-24 to the shareholders has been dispensed with. Hence the Notice of AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories, unless any member has requested for a physical copy of the same. Member may note that Notice and Annual Report 2023-24 will also be available on the Company's website at www.optimusfinance.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL, the e-voting agency at www.evotingindia.com.
- If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Monday, 23rd September 2024, to receive this Notice of the AGM and the Annual Report for FY 2023-24 by completing the process for

registration of e-mail address as under:

to their Depository Participants (DPs)

- I. Members holding shares in dematerialized form/electronic mode are, therefore, requested to keep their email addresses updated with the DP(s). Shareholders/Members holding shares in physical mode, can register their email address, by sending duly filled and signed Form ISR-1 through an email at info@optimusfinance.in by quoting their Folio No./DP ID – Client ID to facilitate the Company to serve the documents through the electronic mode.
 - II. Alternatively, the said Members of the Company can update their e-mail address, Mobile No., PAN, and Bank Details in duly filled and signed Form ISR-1 by following the below prescribed steps:
 - a) Click on the URL- https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
 - b) Select the Name of the Company from dropdown: Optimus Finance Limited.
 - c) Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate numbers.
 - d) Enter Mobile Number and E-mail ID.
 - e) System generated One Time Password ("OTP") to be sent on Mobile Number and E-mail ID.
 - f) Enter OTP received on Mobile Number and E-mail ID.
 - g) Click on Submit button.
 - h) On completing the above process your request will be accepted, and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.
 7. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in dematerialized/electronic form:
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent of the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
- The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to aforesaid SEBI Circulars in Form ISR-1 and other Forms. These forms are also available on the website of the Company at <https://www.optimusfinance.in/wp-content/uploads/2023/06/KYC-updation-as-per-SEBI-Circular-Dated-16th-March-2023-1.pdf>.
- Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1 and such other Forms, as may be applicable to them.
8. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th day of September 2024 to Monday, 30th day of September 2024 (both days inclusive) in connection with the AGM.
- The Company has fixed Monday, 23rd September 2024 as the cut-off date ('Record Date') for determining the entitlement of Members for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
9. Central Depository Services (India) Limited (CDSL), will be providing facility for voting through remote e-voting, for participation in the 33rd AGM through VC/OAVM facility and e-voting during the AGM.
 10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their Name, DP ID and Client ID/Folio number, PAN, Mobile Number at info@optimusfinance.in.

Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM.

The Company however reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Members desirous of obtaining information/details about the Financial Statements are requested to write to the Company at least one week before the Meeting, so that proper information can be made available at the time of the meeting. The Members desirous of inspection of documents may write to the Company by E-mail and the same shall be sent to them electronically.

12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Thus, effective from January 24, 2022, requests for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.optimusfinance.in/wp-content/uploads/2022/04/Form-ISR-4.pdf> as well as on the website of Company's Registrar & Share Transfer Agent ('Link Intime India Pvt. Ltd.') which can be accessed at the weblink: <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC

compliant.

Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.

13. In accordance with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023, last date for submission of 'choice of nomination' for Demat accounts is June 30, 2024.

(1) The securities in the frozen folios shall be:

- Eligible to lodge any grievance or avail service request from the RTA only after furnishing PAN, KYC details and Nomination.
- Eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above-stated requirements.

(2)(a) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI Circular(s) are available on Company website as well as the website of Link Intime India Pvt. Ltd. (<https://web.linkintime.co.in/KYC-downloads.html>).

(b) Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook/statement attested by the bank which is mandatory for registering the new bank details.

In view of the above, we request the physical shareholders to submit the KYC Form, duly completed along with Investor Service Request Form (ISR-1) and the required supporting documents as stated in Form ISR-1 at the earliest to Link Intime India Private Limited.

While Securities and Exchange Board of India (SEBI) has vide its Circular No.: SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, relaxed the rules for existing investors by not freezing accounts due to non-submission of Nomination, it strongly encourages all investors to update their Nomination details to ensure seamless transmission of assets and prevent the accumulation of unclaimed assets. The necessary forms for providing or opting out of the Nomination are available in the annexures of the

Circular. Shareholders are urged to take prompt action to comply with these requirements to avoid further hassles.

14. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file Nomination in the prescribed Form SH-13 with Registrar. In respect of shares held in dematerialized form, the Nomination Form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination with various forms are made available at the Company's website at <https://www.optimusfinance.in/wp-content/uploads/2023/06/KYC-updation-as-per-SEBI-Circular-Dated-16th-March-2023-1.pdf> for easy access.

The Shareholders who are desirous of availing this facility, may kindly write to RTA of the Company, M/s. Link Intime India Private Limited, "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, Gujarat, India, at vadodara@linkintime.co.in, quoting their folio number.

15. Voting through Electronic Means:

- As you are aware, the General Meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, and Circular No. 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, ("MCA Circulars"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations 2015, ('Listing Regulations'), as amended, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means on all the resolutions set forth in this Notice, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the

website of the Company at www.optimusfinance.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA Circulars as mentioned herein above.
8. In continuation of this Ministry's General Circular No. 20/2020 dated May 05, 2020, and General Circular No. 02/2022 dated May 05, 2022, and General Circular No. 10/2022 dated December 28, 2022, and after due examination, it has been decided to allow the companies whose AGMs are due in the year 2024, to conduct their AGMs through VC/OAVM on or before 30th September 2024, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on Friday, 27th September 2024 at 9.00 a.m. (IST) and ends on Sunday, 29th September 2024 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. Monday, 23rd September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No.

SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, links are provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/Link Intime/K-Fintech, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or https://evoting.cdslindia.com /E-voting/E-votingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting

	<p>service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/Idea sDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence

	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of Optimus Finance Limited on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with

attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; info@optimusfinance.in (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that the participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least one week prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@optimusfinance.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries at least one week in advance prior to the date of AGM mentioning their name, demat account number/folio number, email id, mobile number at info@optimusfinance.in. These

queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id – info@optimusfinance.in / vadodara@linkintime.co.in.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon Futurex,

Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

16. Other Information:

1. The remote e-voting facility will be available during the voting period:

Commencement of e-voting	From 09:00 a.m. (IST) of Friday, 27th day of September 2024.
End of e-voting period	From 05:00 p.m. (IST) of Sunday, 29th day of September 2024.

E-voting shall not be allowed beyond 05:00 p.m. (IST) of Sunday, 29th September 2024. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23rd September 2024, may cast their votes electronically. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 23rd September 2024.

2. Mr. Hemang Mehta, Proprietor of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat (Membership No. FCS - 4965 & Certificate of Practice No. 2554) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
3. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and shall make, in two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting forthwith.
4. The results declared of e-voting along with the report of the Scrutinizer shall be placed on the website of the Company at www.optimusfinance.in and on the website of CDSL e-voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.

Annexure To Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3: Approval for increase in Remuneration of Mr. Dipak Raval, Whole time Director of the Company:

Mr. Dipak Raval is a well-qualified person possessing 45 years of experience with industries and Bank and having in depth exposure in the field of Company Law, Secretarial matters, Corporate Laws, Securities Laws, Capital Markets, Banking & Finance, Administration, etc. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on the basis of recommendation received of Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on 12th July 2023, re-appointed him as Whole time Director of the Company for a term of three consecutive years, with effect from 10th August 2023 to 9th August 2026, as per the terms and conditions specified therein, which was subsequently approved by Shareholders in the 32nd Annual General Meeting held on 30th September 2023 ("32nd AGM") by way of a Special Resolution.

Keeping in view the above and industrial standards and with the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, in their respective meeting(s) held on 1st July 2024, unanimously recommended the revision in the managerial remuneration payable to Mr. Dipak Raval, Whole time Director of the Company from Rs. 2,35,000/- per month to Rs. 2,65,000/- per month, with retrospective effect from 1st August 2023 & from Rs. 2,65,000/- per month to Rs. 3,00,000/- per month with effect from 1st June 2024, subject to the approval of shareholders of the Company.

NOTES:

- i. Net Profit for this purpose shall be computed in accordance with Section 198 of the Companies Act, 2013.
- ii. Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the '**Effective Capital**' of the Company.
- iii. The remuneration package is well within the overall limit prescribed under Section II Part II of Schedule V to the Companies Act, 2013, which permits the company having no profit or inadequate profit to pay managerial remuneration to managing person or other director with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said revision in remuneration as it may deem fit and as may be acceptable to Mr. Dipak Raval, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof.

In view of the provisions of Section 196 and 197 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

Except Mr. Dipak Raval, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Mr. Dipak Raval																												
01	Nature of industry	Optimus Finance Limited (OFL) – Formerly known as Transpek Finance Ltd. – was incorporated under the Companies Act, 1956 in the year 1991 having its Registered Office at Vadodara, Gujarat, India. Optimus Finance Limited is concentrating mainly on Loans and Investment activities.																												
02	Date or expected date of commencement of commercial production	The Company was incorporated on 11th February 1991 with Registration No. 015044, in the State of Gujarat under the Companies Act, 1956. Further, the Company had commenced its business on the same date of its incorporation i.e. 11th February 1991.																												
03	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																												
04	Financial performance based on given indicators	<p>On the basis of Standalone Financial Results: (Amounts in lakhs)</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>FY 2023-24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>128.05</td> <td>63.44</td> <td>107.01</td> </tr> <tr> <td>Profit Before Tax (PBT)</td> <td>335.17</td> <td>10.65</td> <td>(4.83)</td> </tr> <tr> <td>Profit After Tax (PAT)</td> <td>283.81</td> <td>10.34</td> <td>(3.63)</td> </tr> <tr> <td>Earnings Per Share (EPS)</td> <td></td> <td></td> <td></td> </tr> <tr> <td> i. Before exceptional items</td> <td>0.74</td> <td>0.17</td> <td>(0.07)</td> </tr> <tr> <td> ii. After exceptional items</td> <td>3.80</td> <td></td> <td></td> </tr> </tbody> </table>	Financial Year	FY 2023-24	FY 2022-23	FY 2021-22	Gross Revenue	128.05	63.44	107.01	Profit Before Tax (PBT)	335.17	10.65	(4.83)	Profit After Tax (PAT)	283.81	10.34	(3.63)	Earnings Per Share (EPS)				i. Before exceptional items	0.74	0.17	(0.07)	ii. After exceptional items	3.80		
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05	Foreign investments or collaborations, if any	NIL. The Company has not entered into any foreign collaboration and no direct capital investment has been made by the Company during the previous three financial years.																												

II. Information about the appointee:

06	Background details	Mr. Dipak Raval aged 65 years is Graduate in Commerce and Law and Fellow Member of the Institute of Company Secretaries of India (ICSI), New Delhi and a Certified Associate of The Indian Institute of Bankers, Mumbai (CAIIB). Mr. Dipak Raval possesses 45 years of experience with industries and Bank and having in depth exposure in the field of Company Law, Secretarial matters, Corporate Laws, Securities Laws, Capital Markets, Banking & Finance, Administration, etc.									
07	Past Remuneration	i. Rs. 1,85,000 per month (till 31st July 2022) ii. Rs. 2,35,000 per month (with effect from 1st August 2022)									
08	Recognition or awards	NIL									
09	Job profile and his suitability	Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on 12th July 2023, has re-appointed Mr. Dipak Raval as Whole time Director of the Company for a period of 3 years w.e.f. 10th August 2023 to 9th August 2026 which was subsequently approved by the shareholders in the 32nd AGM by way of a Special Resolution. As such Mr. Dipak Raval is also appointed as Chairman of the Board, he has been accordingly designated as "Chairman and Whole time Director". Mr. Dipak Raval has been serving the Board of the Company as a Director of the Company since 10th August 2015. Taking into consideration, the qualifications, varied experience and achievements, growth of the Company, the Board had bestowed upon Mr. Dipak Raval, the responsibilities of Whole time Director & designated him as Executive Chairman & Whole time Director of the Company and continues to consider him suitable for the position.									
10	Remuneration proposed	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Remuneration proposed</th> <th>Effective Date</th> </tr> </thead> <tbody> <tr> <td>01</td> <td>Rs. 2,65,000 per month</td> <td>1st August 2023</td> </tr> <tr> <td>02</td> <td>Rs. 3,00,000 per month</td> <td>1st June 2024</td> </tr> </tbody> </table>	Sr. No.	Remuneration proposed	Effective Date	01	Rs. 2,65,000 per month	1st August 2023	02	Rs. 3,00,000 per month	1st June 2024
Sr. No.	Remuneration proposed	Effective Date									
01	Rs. 2,65,000 per month	1st August 2023									
02	Rs. 3,00,000 per month	1st June 2024									

11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration his qualifications and experience the proposed remuneration is commensurate with the remuneration prevalent in the industry as well as other industries.
12	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Apart from the remuneration and perquisites paid to him as Whole-time Director of the Company as stated above, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.</p> <p>Mr. Dipak Raval is not related to any of the Directors and Key Managerial Personnel of the Company.</p>

III. Other information:

13	Reasons of loss or inadequate profits	The Company reported a profit after tax of ₹10.34 lakhs for the financial year 2022-23 and of ₹283.81 lakhs for the financial year 2023-24 respectively. However, the profit calculated in accordance with Section 198 of the Companies Act, 2013, is inadequate to pay managerial remuneration in accordance with conditions specified under Section 197.
14	Steps taken or proposed to be taken for improvement	The Company is making necessary efforts to improve its performance by aggressively implementing its strategies and cost reduction initiatives along with revenue enhancement initiatives.
15	Expected increase in productivity and profits in measurable terms	<p>The Company has earned the profit after tax of Rs. 283.81 lakhs (on standalone basis) during the financial year ended 31st March 2024 and the Company is expected to do well in future.</p> <p>In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.</p>

VI. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Board of Director's Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

Except Mr. Dipak Raval, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decision thereon.

The Board of Directors of your Company recommends that the **Special Resolution** under Item No. 3 be passed in the interest of your Company.

Item No. 4: Approval for material Related Party Transaction(s) for the financial year 2025-26:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022 read with the Company's policy on Related Party Transactions, states that all Material Related Party Transaction with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of the Members of the Company. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from

April 1, 2023 regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

In furtherance of its business activities, the Company and its Subsidiaries proposes to enter into contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed the said threshold limit of 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations. Thus, these transactions would require prior approval of the shareholders of the Company.

Accordingly, the Related Party Transactions as approved by the Audit Committee and the Board of Directors at their respective meetings are hereby placed before the shareholders for their approval by way of Special Resolution to enable the Company/Subsidiary companies to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company/Subsidiary companies with the following related parties in the ordinary course of business and at arms' length basis.

Details of the transactions and other particulars thereof as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the 'Act' as amended till date, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:

- (i) Details w.r.t. material Related Party Transactions for providing/availing Loan(s), Inter corporate Deposit(s), advance(s) or providing guarantee(s) or security(ies) for loan taken by related party.

Sr. No.	Particulars	Details							
01	Name of the Related Party	MX Africa Limited (MX)	Maximus Global FZE (MGF)	Maximus Lubricants LLC (MLL)	Quantum Lubricants (E.A.) Limited (QLL)	Maximus International Limited (MIL)	Sukruti Infratech Private Limited (SIPL)	Quebec Petroleum Resources Limited (Quebec)	SKG Energy PTE. Ltd. (SKG)
02	Name of the Director or KMP other than Independent Director who is related, if any	Mr. Dipak Raval	Mr. Dipak Raval	None	None	Mr. Dipak Raval & Mr. Milind Joshi	Mr. Dipak Raval	None	None
03	Nature of Relationship (including nature of interest, financial or otherwise)	Step down Subsidiary (Wholly owned Subsidiary of Maximus International Limited)	Step down Subsidiary (Wholly owned Subsidiary of Maximus International Limited)	Step down Subsidiary (Subsidiary of Maximus Global FZE)	Step down Subsidiary (Wholly owned Subsidiary of MX Africa Limited)	Subsidiary Company	Ultimate Holding Company	Significant Beneficial Owner- Mr. Aniruddh Gandhi holds 40% equity shares	Significant Beneficial Owner- Mr. Aniruddh Gandhi is a director and holds 100% equity shares
04	Nature of Transactions, Type, Material terms and particulars of the proposed transaction	<p>Providing/Availing Loan(s), Inter corporate Deposit(s), advance(s) or providing guarantee(s) or security(ies) for loan taken by related party.</p> <p>The transactions are proposed to be undertaken during the financial year 2025-26, on such term(s) and condition(s) as the Board of Directors may deem fit.</p>							

05	Maximum value of Transactions during Financial Year 2025-26	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores
06	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction - Refer Note No. 1	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%
07	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary). - Refer Note No. 2	MX: Refer Note - 3	MGF: 106%	MLL: 85%	QLL:162%	MIL: 611%	NA	NA	NA
08	Details of the source of funds	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.							
09	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	No							
10	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Terms and conditions (including Tenure, interest rate, commission rate, etc.) attached to unsecured working capital loan/Term Loan (s)/ Inter corporate Deposit(s) , advance(s) or providing guarantee(s) or security(ies), for loan taken by related party will be mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.							

11	The purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/ exigencies of the Related Party and its subsidiary including step down subsidiary.
12	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a significant role in the growth of business operations of the listed entity/its subsidiaries/step down subsidiaries/related parties.
13	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

(ii) Details w.r.t. material Related Party Transactions for Investment(s)/Redemption/Repayment/Conversion of Shares/Loan to meet business objectives /requirements/exigencies.

Sr. No.	Particulars	Details							
01	Name of the Related Party	MX Africa Limited (MX)	Maximus Global FZE (MGF)	Maximus International Limited (MIL)	Maximus Lubricants LLC (MLL)	Quantum Lubricants (E.A.) Limited (QLL)	SKG Energy PTE. Ltd. (SKG)	Quebec Petroleum Resources Limited (Quebec)	Sukruti Infratech Private Limited (SIPL)
02	Name of the Director or KMP other than Independent Director who is related, if any	Mr. Dipak Raval	Mr. Dipak Raval	Mr. Dipak Raval & Mr. Milind Joshi	None	None	None	None	Mr. Dipak Raval
03	Nature of Relationship (including nature of interest, financial or otherwise)	Step down Subsidiary (Wholly owned Subsidiary of Maximus International Limited)	Step down Subsidiary (Wholly owned Subsidiary of Maximus International Limited)	Subsidiary Company	Step down Subsidiary (Subsidiary of Maximus Global FZE)	Step down Subsidiary (Wholly owned Subsidiary of MX Africa Limited)	Significant Beneficial Owner- Mr. Aniruddh Gandhi is a director and holds 100% equity shares	Significant Beneficial Owner- Mr. Aniruddh Gandhi holds 40% equity shares	Ultimate Holding Company
04	Nature of Transactions, Type, Material terms and particulars of the proposed transaction	Investment(s)/Redemption/Repayment/Conversion of Shares/Loan to meet business objectives /requirements/exigencies. The transactions are proposed to be undertaken during the financial year 2025-26, on such term(s) and condition(s) as the Board of Directors may deem fit.							

05	Maximum value of Transactions during Financial Year 2025-26	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores	Rs. 50 Crores
06	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction - Refer Note No. 1	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%	OFL: 46%
07	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary). - Refer Note No. 2	MX: Refer Note - 3	MGF: 106%	MIL: 611%	MLL: 85%	QLL:162%	NA	NA	NA
08	Details of the source of funds	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.							
09	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	No							
10	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	As mutually agreed between the parties.							

11	The purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/ exigencies of the Related Party and its subsidiary including step down subsidiary.
12	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a significant role in the growth of business operations of the listed entity/its subsidiaries/step down subsidiaries/related parties.
13	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Percentage mentioned in the Explanatory Statement are rounded off.

Notes:

1. The percentage above is based on the consolidated turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.
2. The percentage above is based on the Subsidiary's standalone turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon standalone turnover of the Company's Subsidiary for the immediately preceding financial year.
3. MX Africa Limited is a holding company for the African region. It is not involved significantly in trading or manufacturing activity and thus "Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction", is not specified herewith.

Members may note that said Related Party Transactions, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party shall vote to approve Item No. 3, whether the entity is a related party to the particular transaction or not.

In view of the above, the Board of Directors recommends passing the resolution stated in the accompanying Notice as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolutions except to the extent of their shareholding and common directorships, if any.

Place: Vadodara
Date: 13.08.2024

By Order of the Board
For Optimus Finance Limited

SD/-
Krati Gupta
Company Secretary & Compliance Officer

Annexure

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting of the Company

(Under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2').)

Name of the Director	Mr. Dipak Raval
Director Identification Number	01292764
Date of Birth and Age	19th August 1959 (65 years)
Educational Qualification	B.Com, LL.B, CAIIB, FCS
Experience (including expertise in specific functional area) /Brief Resume	He is enriched with more than 45 years of experience with industries, stock exchange & Bank in the field of Company Law, Secretarial matters & compliance, Corporate Laws, Securities Laws, Banking & Finance, Administration etc. He worked in senior level positions as Managing Director & CEO with Vadodara Stock Exchange and as GM & Company Secretary with Listed Companies. He was in overall charge of the Exchange to run the day-to-day administration including all Managerial, Operational and other incidental matters.
Terms and Conditions of Appointment/Re-Appointment	Re-appointment in terms of Section 152(6) of the Act.
Remuneration last drawn (including sitting fees, if any)	Rs. 2,35,000 per month (w.e.f 1st August 2022)
Remuneration proposed to be paid	Rs. 2,65,000 per month (w.e.f 1st August 2023) Rs. 3,00,000 per month (w.e.f 1st June 2024)
Date of first appointment on the Board	Effective from 10th August 2015.
Nature of expertise in specific functional areas	Finance • Law • Management • Administration • Corporate Governance related to the Company's business • Strategy
Shareholding in the Company as on date of notice. No. of shares held: (a) Own (b) For other persons on a beneficial basis	NIL NIL
Relationship with other Directors and Key Managerial Personnel	None
Number of Meetings of the Board attended during the Financial Year (FY 2023-24)	6 (Six)

Directorships held in other companies	<ul style="list-style-type: none"> • Maximus International Limited • Sukruti Infratech Private Limited • Additol Lubricants Limited* • Hydrocarbon Development Co Private limited** • Maximus Infra Ventures Limited
Name of the entity in which the Director holds committee memberships & chairpersonship	<p>Maximus International Limited</p> <ul style="list-style-type: none"> • Member - Audit Committee • Member - Stakeholder Relationship Committee
Listed entities from which the Director has resigned in the past 3 (three) years	<p>Wardwizard Innovations & Mobility Limited – Resigned as a Non-Executive Non-Whole time Independent Director w.e.f 3rd June 2020.</p>

* Resigned as Director w.e.f. 10.03.2014

** Under Liquidation