OPTIMUS
FINANCE

Ref: OFL/BSE/2026
Date: 08.09.2026

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

Re: Optimus Finance Limited
Script Code: 531254

Sub: Submission of Notice of 35th Annual General Meeting of the Company.

Dear Sir / Madam,

Pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of 35th Annual General Meeting of the Members of the Company scheduled to be held on **Wednesday, 30th day of September, 2026 at 04.00 P.M. (IST) through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM")**.

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
VRUTI S SURTI
Digitally signed by VRUTI S SURTI
Date: 2026.09.08 15:29:07 +05'30'

Vruti Surti
Company Secretary & Compliance Officer

Encl: As above

NOTICE

NOTICE is hereby given that the Thirty-Fifth (35th) Annual General Meeting ("AGM") of the **Optimus Finance Limited (CIN: L65910GJ1991PLC015044)** will be held on **Wednesday, 30th day of September, 2026 at 04:00 P.M.** (IST)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 AT 31ST MARCH, 2026:

To receive, consider and adopt:

a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon; and

b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of the Auditors thereon.

ITEM NO. 2: APPOINTMENT OF MR. DIPAK RAVAL (DIN: 01292764) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

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

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS:

To consider the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company for a term of 5 (five) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 35th Annual General Meeting ("AGM") till the conclusion of the 40th AGM of the Company to be held in relation to the financial year ending on 31st March, 2031 at such remuneration, including applicable taxes and reimbursement of out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company shall be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in the manner and to the extent it deems appropriate, provided that such revision or modification is in accordance with the provisions of section 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, and any guidelines prescribed by the Ministry of Corporate Affairs or other competent authority if any, and as may be mutually agreed between the Board of Directors and Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and sign, 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 or Director(s) to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

To consider and approve, the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation made by Audit Committee and Board of Directors of the Company the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Shah Mehta and Bakshi, Chartered Accountants (Firm Registration No. 103824W), with effect from 26th August, 2026 the erstwhile Statutory Auditors of the Company, be and is hereby approved by the members of the Company at such remuneration, plus applicable taxes and reimbursement of out -of pocket expenses, as in consultation with the Statutory Auditors and approved by the Board of Directors of the Company, and that they shall hold office until the conclusion of the 35th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard.''

ITEM NO. 5: RE-APPOINTMENT OF MR. DIPAK RAVAL (DIN: 01292764) AS A WHOLE TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 203 and the other applicable provisions of and Schedule V to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals as may be required under the Act, if any and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at its meeting held on 8th August, 2026, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Dipak Raval (DIN: 01292764), as a Whole Time Director of the Company for the term of 5 (Five) consecutive years including continuation after attaining the age of 70 (Seventy) years with effect from 10th August, 2026 to 9th August, 2031 (both days inclusive), on such terms and conditions including remuneration as decided by the board, with further liberty to the Board of Directors of the Company (include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Dipak Raval in the best interests of the Company and as may be permissible by law whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) be and is hereby authorised to vary or to increase the remuneration specified above from time to time to be payable to Mr. Dipak Raval in such manner as the Board of Directors considers appropriate, provided that such variation or increase, as the case may be, are subject to the same not exceeding the overall limits specified under Section 197 and Schedule V to the Companies Act, 2013 or any amendments thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Dipak Raval, Whole-Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board of Director(s), Company Secretary or Chief Financial Officer of the Company be and is / are hereby authorized severally to execute all such agreements, documents, instruments and writings, file requisite filings / forms, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.

RESOLVED FURHER 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. 6: RE-APPOINTMENT OF MS. DIVYA ZALANI (DIN: 09429881) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, and the Board of Directors, Ms. Divya Zalani (DIN: 09429881) who was appointed at the 31st Annual General Meeting of the Company as an Independent Director of the Company for a period of 5 (five) years, with effect from 31st December, 2021 to 30th December, 2026 (both days inclusive) and who is eligible for re-appointment and who meets the criteria for Independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and who has submitted a declaration to that effect, approval of members of the Company be and is hereby accorded for re-appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of 5 (five) years, with effect from 31st December, 2026 to 30th December, 2031 (both days inclusive).

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

ITEM NO. 7: APPOINTMENT OF MR. RAMESH KHERADIA (DIN:11804859) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ramesh Kheradia (DIN:11804859), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect 26th August, 2026 in terms of Section 161 of the Act, and who meets the criteria for Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and being eligible for appointment as an Independent Director, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ramesh Kheradia (DIN:11804859), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years including continuation in office after attaining the age of 75 (Seventy-Five) years with effect from 26th August, 2026 to 25th August, 2031 including (both days inclusive), and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Act.

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

ITEM NO. 8: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS:

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, for the financial year 2026-27 and for the next financial year 2027-28 i.e., (till the date of the next Annual General Meeting of the Company)(maximum validity of 15 (fifteen) months) 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.

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: 26.08.2026

By Order of the Board
For Optimus Finance Limited

SD/-
Vruti Surti
Company Secretary & Compliance Officer

Registered Office Address:
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, 391101
CIN: L65910GJ1991PLC015044
Website: www.optimusfinance.in
Email: info@optimusfinance.in
Phone No.: +91 265-2325321

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General 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, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 (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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), have permitted the holding of AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue vide the above MCA circulars and provided relaxation to companies from dispatching physical copy of Annual Report vide above SEBI circulars. In compliance with the provisions of the Companies Act, 2013 ("Act"), amended provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the 35th AGM of the Company will be held on 30th September, 2026 at 4:00 P.M. through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Registered Office Address 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara - 391101, Gujarat.

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 Circulars through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

3. Participation of members through VC/OAVM will be counted for the purpose of reckoning the quorum under 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 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 line with the aforesaid MCA Circulars and SEBI Circulars, printing and dispatch of physical Annual Reports of Financial Year 2025-26 to the shareholders has been dispensed with. Hence the Notice of AGM along with the Annual Report 2025-26 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 2025-26 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. Furthermore, in addition to above and in compliance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), Company shall send a letter to the Shareholders who have not registered their email addresses, providing the web-link, including the exact path, where complete details of the Annual Report are available. If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Wednesday, 23rd September 2026, to receive this Notice of the AGM and the Annual Report for FY 2025-26 by completing the process for registration of e-mail address as under:

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://web.in.mpms.mufg.com/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: to their Depository Participants (DPs)

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.

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. The Company has fixed Wednesday, 23rd September, 2026 as the Record Date'/ 'cut-off 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 35th 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 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 MUFG Intime India Private Limited which can be accessed at the weblink: https://in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

Members can contact the Company or MUFG Intime India Private Limited 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 MUFG Intime India Private Limited https://in.mpms.mufg.com/

(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 MUFG 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. MUFG Intime India Private Limited "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390015, Gujarat, India, at vadodara@in.mpms.mufg.com quoting their folio number.

15. **CDSL e-Voting System – For Remote e-voting and e-voting during AGM:**

1. 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, 09/2023 dated September 25, 2023 General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("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.

2. In compliance with 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 (as amended) including various MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 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, as the authorized e-Voting 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.

3. The Members can join the 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. 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.

5. 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.

6. 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. 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 2026, to conduct their AGMs through VC/OAVM on or before 30th September 2026, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020.

8. 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE 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 nonindividual shareholders in demat mode.

(i) The e-voting period begins on Sunday, 27th September, 2026 at 9.00 a.m. (IST) and ends on Tuesday, 29th September, 2026 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. Wednesday, 23rd September, 2026 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**	1) 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. 2) 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/ MUFG Intime India Private Limited /K-Fintech, so that the user can visit the e-voting service provider's website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) 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. 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) 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.nsdl.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 service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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)**	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.

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 21 09911
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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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@in.mpms.mufg.com

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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 21 09911.

16. Other Information:

1. Mr. Kamal A Lalani, Practicing Company Secretaries, Vadodara, Gujarat (Membership No. F13814 & Certificate of Practice No. 25395) has been appointed as Scrutinizer to scrutinize the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.

2. 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.

3. 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 NOS. 3 AND 4:

The Members of the Company at the 30th Annual General Meeting ('AGM') held on 30th September, 2021, had approved the appointment of M/s. Shah Mehta and Bakshi, Chartered Accountants (Firm Registration No. 103824W) ('SMB') as Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of 30th AGM till the conclusion of the 35th AGM of the Company to be held in relation to the financial year ending on 31st March, 2026.

SMB vide its letter dated 14th August, 2026 submitted resignation to the Board and Audit Committee giving the detailed reasons, stating non-acceptance of proposal to an increase in audit fees, the resignation should be considered as effective from the close of business hours on 14th August, 2026.

SMB before resigning have completed Audit for the quarter ended on 30th June, 2026 and had issued Limited Review Report for Unaudited Standalone and Consolidated Financial Results for the quarter ended on 30th June, 2026, in compliance with Section V-D of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

Pursuant to Section 139(8) of the Act, the Board of Directors of the Company, on the recommendation of Audit Committee at its meeting held on 14th August, 2026 accepted resignation of SMB.

Further the Board of Directors of the Company, on the recommendation of Audit Committee at its meeting held on 26th August, 2026 and after obtaining the consent under Section 139(1) of the Act, appointed M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shah Mehta and Bakshi, Chartered Accountants (Firm Registration No. 103824W) with effect from 26th August, 2026 till the conclusion of this 35th AGM, subject to the approval by the Members at such remuneration plus out of pocket expenses and applicable taxes, as mutually agreed between the Board of Directors of the Company and the Auditors.

The brief profile of New Statutory Auditors M/s. Ambalal M. Shah & Co., is as under: -

M/s Ambalal M. Shah & Co. is a Chartered Accountant Firm set up in the year 1953 based in Vadodara. The firm has developed experience across audit and assurance, taxation, regulatory compliance and advisory services. It is registered with Western India Regional Council of the Institute of Chartered Accountants of India. (Registration No. 0100304W). The firm holds a Peer Review certificate.

The Board of Directors of the Company on the recommendation of Audit Committee at its meeting held on 26th August, 2026, also recommended the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, from the conclusion of this 35th AGM till the conclusion of the 40th AGM of the Company to be held in relation to the financial year ending on 31st March, 2031 at such remuneration, including applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

The Company has received the consent letter and eligibility certificate from M/s. Ambalal M. Shah & Co., Chartered Accountants act as Statutory Auditors of the Company in place of SMB along with a confirmation that their appointment, if made, would be within the limits prescribed under the Act.

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	The proposed fee payable is Rs. 1,32,300/- per annum (exclusive of GST and out of pocket expenses etc.) for carrying out the audit for FY 2026-27 including Limited Review Reports. The statutory audit fee for subsequent financial years shall be mutually decided and agreed between the statutory auditors and the Board of Directors of the Company, from time to time.

Terms of appointment	With effect from 26th August, 2026 till the conclusion of ensuing 35th AGM of the Company; as well as it is also proposed to appoint them as Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of the said 35th AGM till the conclusion of the 40th AGM (i.e. from Financial Year 2026-27 to 2030-31). The said appointment will be placed for the shareholder's approval at the ensuing 35th AGM of the Company.
Material change in the fees payable to the new auditor	The fees payable to the new auditor for carrying out the audit is proposed considering the time and involvement required based on changes in business parameter and turnover.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	SMB vide its letter dated 14th August, 2026 submitted resignation to the Board and Audit Committee giving the detailed reasons, stating non-acceptance of proposal to increase in audit fees and hence the resignation has to be treated as effective from close of business hours on 14th August, 2026. Pursuant to Section 139(8) of the Act, the Board of Directors of the Company, on the recommendation of Audit Committee at its meeting held on 14th August, 2026 accepted resignation of SMB. Further the Board of Directors of the Company, on the recommendation of Audit Committee at its meeting held on 26th August, 2026 and after obtaining the consent under Section 139(1) of the Act, appointed M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shah Mehta and Bakshi, Chartered Accountants (Firm Registration No. 103824W) with effect from 26th August, 2026 till the conclusion of this 35th AGM, subject to the approval by the Members at such remuneration plus out of pocket expenses and applicable taxes, as mutually agreed between the Board of Directors of the Company and the Auditors. The Board of Directors of the Company on the recommendation of Audit Committee at its meeting held on 26th August, 2026, also recommended the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, from the conclusion of this 35th AGM till the conclusion of the 40th AGM of the Company to be held in relation to the financial year ending on 31st March, 2031 at such remuneration, including applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed

	between the Board of Directors of the Company and the Statutory Auditors. The brief profile of New Statutory Auditors is as under: - M/s Ambalal M. Shah & Co. is a Chartered Accountant Firm set up in the year 1953 based in Vadodara. The firm has developed experience across audit and assurance, taxation, regulatory compliance and advisory services. It is registered with Western India Regional Council of the Institute of Chartered Accountants of India. (Registration No. 0100304W). The firm holds a Peer Review certificate.

The Board accordingly recommends the Ordinary Resolutions set out in Item Nos. 3 and 4 of this notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 3 and 4 of the Notice.

ITEM NO. 5:

Mr. Dipak Raval (DIN: 01292764), is the Chairman and Whole Time Director of our Company. The prevailing 3 (Three) years term of Mr. Dipak Raval (DIN: 01292764) as a Whole Time Director of the Company which commenced from 10th August, 2023 and expired on 9th August, 2026.

Mr. Dipak Raval, aged 67 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 post-qualification 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.

The profile and specific areas of expertise of Mr. Dipak Raval is provided as Annexure to this Notice.

Based on the recommendation of Nomination and remuneration Committee and considering the involvement of Mr. Dipak Raval in critical business matters requiring him to continue to shoulder responsibilities and devote more time and energy for achieving desired results and for better functioning of both its Holding as well as Subsidiary Company, it is proposed to re-appoint Mr. Dipak Raval as Whole Time Director of the Company for a period of 5 years including continuation in office beyond his age of 70 (Seventy) with effect from 10th August, 2026 to 9th August, 2031, (both days inclusive) at a remuneration of Rs. 3,30,000 Lakhs (Rupees Three Lakh Thirty Thousand only) per month subject to principal terms and conditions as mentioned in draft agreement.

Justification for Continuation in Office after attaining the Age of 70 Years:

Mr. Dipak Raval (DIN: 01292764) possesses extensive experience, knowledge and expertise in the management and affairs of the Company and has made valuable contributions to its growth and operations. Considering his experience, competence and continued contribution the Board of Directors is of the view that his continued association with the Company would be beneficial to its growth and operations.

Since Mr. Dipak Raval will attain the age of 70 years during the proposed tenure, approval of the Members is also sought for his continuation in office beyond the age of 70 years, in accordance with the applicable provisions of the Companies Act, 2013. The Board considers his continued association to be in the best interests of the Company.

Accordingly, the Board of Directors recommends passing the resolutions as set out under Item No. 5 of the accompanying notice for approval of the members as **Special Resolution**.

In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Mr. Dipak Raval, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.

ITEM NO. 6:

Based on recommendation of the Nomination and Remuneration Committee, the Board re-appointed Ms. Divya Zalani (DIN: 09429881) as an Independent Director, not liable to retire by rotation, for the second consecutive term of 5 (five) years, with effect from 31st December, 2026 to 30th December, 2031 (both days inclusive), subject to approval of the Members of the Company. Ms. Divya Zalani has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

Notice have been received from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Divya Zalani for the office of the Director of the Company. In the opinion of the Board, Ms. Divya Zalani is a person of integrity, possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and she is independent of the management.

The profile and specific areas of expertise of Ms. Divya Zalani is provided as Annexure to this Notice. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Divya Zalani on the Board of the Company and accordingly the Board recommends the re-appointment of Ms. Divya Zalani as an Independent Director as proposed in the Resolution set out at Item No. 6 for approval by the Members.

Except for Ms. Divya Zalani and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

ITEM NO. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 ("the Act") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Ramesh Kheradia (DIN:11804859) as an Additional Director of the Company in the category of Non-Executive Independent Director for a term of 5 (five) consecutive years including continuation in office after attaining the age of 75 (Seventy-Five) years with effect from 26th August, 2026 to 25th August, 2031 (both days inclusive), not subject to retirement by rotation, subject to approval of the Members.

Notice have been received from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ramesh Kheradia for the office of the Director of the Company. Mr. Ramesh Kheradia, aged 70 years, Practicing Company Secretary, hold fellow membership of ICSI and also a Law Graduate and possesses 30 years of enriched experience as Practicing Company Secretary in the field of Corporate Laws and also providing consultancy under various laws such as, Foreign Exchange Management Act, 1999 Securities and Exchange Board of India Act,1992 and its Rules and Regulations, Foreign Contribution (Regulation)Act, 2010.

He is also Appearing as an authorized representative before Central Government, Regional Director, Registrar of Companies, SEBI, SAT, NCLT and NCLAT on various matters on Corporate Law Related issues.

Mr. Ramesh Kheradia is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Ramesh Kheradia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act, applicable rules made thereunder and the SEBI Listing Regulations. In the opinion of the Board, Mr. Ramesh Kheradia fulfils the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder as also in the SEBI Listing Regulations. Mr. Ramesh Kheradia is independent of the management and possesses appropriate skills, expertise, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ramesh Kheradia as well as his educational background, appointment of Mr. Ramesh Kheradia as an Independent Director is in the interest of the Company.

Justification for Appointment at the Age of 70 Years and Continuation Beyond 75 Years:

Mr. Ramesh Kheradia, aged 70 years, possesses over 30 years of professional experience and expertise in corporate laws, securities laws, FEMA and corporate governance. The Board considers his qualifications, experience and knowledge appropriate for appointment as an Independent Director under the Companies Act, 2013 and SEBI Listing Regulations.

Further, Mr. Ramesh Kheradia will attain the age of 75 years during the proposed five-year term. Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, the Company is seeking approval of the Members by way of Special Resolution for his appointment, including continuation in office after attaining the age of 75 years considering his extensive experience and expertise and the value he would bring to the Board and its Committees.

Details of Mr. Ramesh Kheradia are provided in the "Annexure" to this Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the ICSI. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Ramesh Kheradia setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@optimusfinance.in

Save and except Mr. Ramesh Kheradia, being the appointee, or his relatives, none of the other Directors/ Key Managerial Personnel of the Company/ relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No. 7 of this Notice, proposing appointment of Mr. Ramesh Kheradia as an Independent Director including continuation in office after attaining the age of 75 years, for approval of the Members of the Company.

ITEM NO. 8:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 , effective from December 19th, 2025 read with Schedule XII of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Listed Entity Threshold	**Threshold**
(I) Up to Rs. 20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than Rs. 20,000 Crore to upto Rs. 40,000 Crore	Rs. 2,000 Crore + 5% of the annual consolidated turnover of the listed entity above Rs. 20,000 Crore
(III) More than Rs. 40,000 Crore	Rs. 3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above Rs. 40,000 Crore or Rs. 5000 Crores, whichever is lower.

For computing the thresholds stated above, the annual consolidated turnover shall be determined based on the last audited financial statements of the Company.

All the Material Related Party Transaction shall require approval of shareholders by means of an Ordinary Resolution. 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.

The annual consolidated turnover of the Company is less than INR 20000 Crore. 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 the approval of the Shareholders by way of Special Resolution.

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.

SR. NO	PARTICULARS	INFORMATION PROVIDED BY MANAGEMENT
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below mentioned table.
2.	Justification as to why proposed transaction(s) are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Proposed transactions / arrangements are commercially beneficial and are in the interest of the Company. Detailed justification of proposed transaction(s) is enumerated in the format mentioned below herein.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Enty as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Whole Time Director and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transactions to the shareholders for approval	The Material Related Party Transactions with the parties as enumerated in Item No.8 have been approved by the Audit Committee. The Board of Directors recommends the proposed transactions to the shareholders for approval.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making;	Not Applicable
7.	Any other information that may be relevant.	No

<u>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 and Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:</u>

The applicable disclosures under Part A, Part B and Part C of the SEBI Industry Standards are provided category and transaction wise for each respective Related Party Transactions to be entered into by the Company in the table mentioned below.

(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							
A(1). Basic details of the related party									
1	**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 Infratec Private Limited (SIPL)	Quebec Petroleum Resources Limited (Quebec)	SKG Energy PTE. Ltd. (SKG)
2	Country of incorporation of the related party	Nairobi Kenya	UAE	UAE	Nairobi Kenya	India	India	India	Singapore
3	Nature of business of the related party	Trading and distribution of specialty, industrial, and automotive lubricants	Marketing and trading of specialty, industrial, and automotive lubricants	Manufacturing, blending, filling, testing, and packaging of high-performance lubricants.	Manufacturing and distribution of specialty, industrial, and automotive lubricants	Importing and Exporting lubricants oils including different types of base oils and other chemical products used mainly in the Automobile Industry Power and Metal manufacturing.	Engaged in Real Estate	Manufacturing of Lubricant & petroleum products	Trading of Petroleum, holding & Investment
A(2) Relationship and ownership of the related party									
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	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) shares	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

a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	None	None	None	None	Subsidiary Company (Optimus Finance Limited holds 57.58% of equity shares)	None	Significant Beneficial Owner – Mr. Aniruddh Gandhi holds 40% equity shares	Significant Beneficial Owner – Mr. Aniruddh Gandhi is a director and holds 100% equity shares
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA	NA	NA	NA	NA	NA
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL	NIL	NIL	NIL	NIL	Ultimate Holding Company (Sukruti Infratech Private Limited holds 53.89% of equity shares)	NIL	NIL
A(3) Details of previous transactions with the related party									
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial	NA	NA	NA	NA	2.44	6.22	NA	NA

	year. (i.e. 2025-26) Explanation: Details need to be disclosed separately for listed entity and its subsidiary.								
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. Till 30.06.2026	NA	NA	NA	NA	4.49	1.21	NA	NA
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not Applicable							
A(4) Amount of the proposed transaction(s)									
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores
2	Whether the proposed transactions taken together with the transactions	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

	undertaken with the related party during the current financial year would render the proposed transaction a material RPT?								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	27%	27%	27%	27%	27%	27%	27%	27%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA	NA	NA	NA	NA	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately	NA	164%	47%	115%	946%	NA	NA	NA

	preceding financial year, if available.								
6 Financial performances of the related party for the immediately preceding financial year: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.									
a	Turnover	0.61	30.41	106.83	43.37	5.23	0.01	NA	NA
b	Profit After Tax	(1.25)	5.54	3.27	(1.57)	3.31	(0.43)	NA	NA
c	Net worth	(1.85)	39.43	14.19	10.80	40.00	3.58	NA	NA

A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction	Providing/Availing Loan(s), Inter corporate Deposit(s), advance(s) or providing guarantee(s) or security(ies) for loan taken by related party. The transactions are proposed to be undertaken during the financial year 2026-27 and financial year 2027 - 28, on such term(s) and condition(s) as the Board of Directors may deem fit.
2	Details of each type of the proposed transaction	The categories of transaction specified at A(5)(1)
3	Tenure of the proposed transaction (tenure in number of years or months to be specified	For Financial Year 2026-27 and for the next financial year 2027-28 i.e., (until the date of the Annual General Meeting of the Company to be held during the calendar year 2027 (maximum validity of 15 (fifteen) months
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2026-27 – 40 Cr FY 2027-28- 10 Cr (until the date of the Annual General Meeting of the Company to be held during the calendar year 2027)
6	Justification as to why the RPTs proposed to be entered into are 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.

7 Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly									
a	Name of the director / KMP	Mr. Dipak Raval	Mr. Dipak Raval	None	None	Mr. Dipak Raval & Mr. Milind Joshi	Mr. Dipak Raval	None	None
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	None	None	None	None	None	None	None	None
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A							
9	Other information relevant for decision making	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.							
B (2)Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary									
1	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	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							
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/*	No							

	housing finance companies.	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Terms and conditions (including Tenure, interest rate, commission rate, maturity date, repayment schedule & terms 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. The interest rate will be in line with prevailing bank lending rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As mentioned in B(2)(3)
5	Maturity / due date	As mentioned in B(2)(3)
6	Repayment schedule & terms	As mentioned in B(2)(3)
7	Whether secured or unsecured?	As mentioned in B(2)(3)
8	If secured, the nature of security & security coverage ratio	As mentioned in B(2)(3)
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds	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

	pursuant to the transaction.	
B(4) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1a	Rationale for giving guarantee, surety, indemnity or comfort letter	To support the subsidiary/ies and related party/ies borrowing facilities and enable it to obtain financing on favourable terms.
1b	Whether it will create a legally binding obligation on listed entity?	As per the terms and conditions.
2 Material covenants of the proposed transaction including:		
a	commission, if any to be received by the listed entity or its subsidiary;	Terms and conditions attached to providing guarantee(s) for loan taken by related party will be mutually agreed between the parties.
b	contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	As mentioned in B(4)(2)(a)
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be	As mentioned in B(4)(2)(a)

	made in the books of account of the listed entity or any of its subsidiary shall also be specified.	
B(5) borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	Terms and conditions (including Tenure, interest rate, commission rate, maturity date, repayment schedule etc.) attached to unsecured working capital loan/Term Loan (s/ Inter corporate Deposit(s), for loan taken by listed entity or its subsidiary will be mutually agreed between the parties. The interest rate will be in line with prevailing bank lending rates.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As mentioned in B(5)(1)
3	Cost of borrowing (*include all costs associated with the borrowing*)	As mentioned in B(5)(1)
4	Maturity / due date	As mentioned in B(5)(1)
5	Repayment schedule & terms	As mentioned in B(5)(1)
6	Whether secured or unsecured	As mentioned in B(5)(1)
7	If secured, the nature of security & security coverage ratio	As mentioned in B(5)(1)
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	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
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating	Not Applicable

	(SO rating) and credit enhancement rating (CE rating), if any								
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request*	Not Applicable							
a	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No	No	No	No	No	No
b	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No	No	No	No	No	No
c	Whether the related party is undergoing or facing any application for	No	No	No	No	No	No	No	No

	commencement of an insolvency resolution process or liquidation;								
d	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No	No	No	No	No	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed								
C(3) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary									
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide	Not Applicable							

	structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.								
2	Details of solvency status and going concern status of the related party during the last three financial years:	NA							
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	account of the listed entity or any of its subsidiary shall also be specified.								
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its	No	No	No	No	No	No	No	No

	bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed. *FY 20xx-20xx* *FY 20xx-20xx* *FY 20xx-20xx*								
C(4) Borrowings by the listed entity or its subsidiary. *This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*									
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/hou*	Not Applicable							

	sing finance companies.	
a	Before transaction	Not Applicable
b	After transaction	Not Applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	Not Applicable
a	Before transaction	Not Applicable
b	After transaction	Not Applicable

(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							
A(1). Basic details of the related party									
1	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 Resource s Limited (Quebec)	Sukruti Infratech Private Limited (SIPL)
2	Country of incorporation of the related party	Nairobi Kenya	UAE	India	UAE	Nairobi Kenya	Singapore	India	India
3	Nature of business of the related party	Trading and distribution of specialty, industrial	Marketing and trading of specialty, industrial, and automoti	Importing and Exporting lubricants oils including different types of base	Manufacturing, blending, filling, testing, and packagin	Manufacturing and distribution of specialty, industrial, and	Trading of Petroleum, holding & Investment	Manufacturing of Lubricant & petroleum products	Engaged in Real Estate

		, and automotive lubricants	ve lubricants	oils and other chemical products used mainly in the Automobile Industry Power and Metal manufacturing	g of high-performance lubricants.	automotive lubricants			
A(2) Relationship and ownership of the related party									
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	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
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	None	None	Subsidiary Company (Optimus Finance Limited holds 57.58% of equity shares)	None	None	None	None	None
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

	transaction involving the subsidiary).								
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	None	None	None	None	None	None	None	Ultimate Holding Compan y (Sukruti Infratech Private Limited holds 53.89% of equity shares
A(3) Details of previous transactions with the related party									
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (i.e. 2025-26) **Explanation: Details need to be disclosed separately for listed entity and its subsidiary**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	sought.Till 30.06.2026								
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	No							
A(4) Amount of the proposed transaction(s)									
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹ 50 Crores	₹50 Crores	₹ 50 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	27%	27%	27%	27%	27%	27%	27%	27%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA	NA	NA	NA	NA	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding	115%	164%	946%	47%	115%	Not Available	Not Available	27%

	financial year, if available								
6 .Financial performance of the related party for the immediately preceding financial year: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.									
a	Turnover	0.61	30.41	5.23	106.83	43.37	Not Available	Not Available	0.01
b	Profit After Tax	(1.25)	5.54	3.31	3.27	(1.57)	Not Available	Not Available	(0.43)
c	Net worth	(1.85)	39.45	40.00	14.19	10.80	Not Available	Not Available	3.58
A(5) Basic details of the proposed transaction									
1	Specific type 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 2026-27 and financial year 2027 - 28, on such term(s) and condition(s) as the Board of Directors may deem fit.							
2	Details of each type of the proposed transaction	The categories of transaction specified at A(5)(1)							
3	Tenure of the proposed transaction (tenure in number of years or months to be specified	For Financial Year 2026-27 and for the next financial year 2027-28 i.e., (until the date of the Annual General Meeting of the Company to be held during the calendar year 2027 (maximum validity of 15 (fifteen) months							
4	Whether omnibus approval is being sought?	Yes							
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2026-27 – 40 Cr FY 2027-28- 10 Cr (until the date of the Annual General Meeting of the Company to be held during the calendar year 2027)							

6	Justification as to why the RPTs proposed to be entered into are 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.							
7 Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly									
a	Name of the director / KMP	Mr. Dipak Raval	Mr. Dipak Raval	Mr. Dipak Raval & Mr. Milind Joshi	None	None	None	None	Mr. Dipak Raval
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	None	None	None	None	None	None	None	None
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
9	Other information relevant for decision making	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.							
B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary									
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	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.							

2	Where any financial indebtedness is incurred to make investment. *Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.*	No	No	No	No	No	No	No	No
3	Purpose for which funds shall be utilized by the investee company.	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							
4	Material terms 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 2026-27 and financial year 2027-28, on such term(s) and condition(s) as the Board of Directors may deem fit							
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary									
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities	Not Applicable							

2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

 # Percentage mentioned in the Explanatory Statement are rounded off.

Notes:

1. The percentage above is based on the consolidated turnover of FY 2025-26 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 2025-26 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.
4. The transaction has been considered on a standalone basis between the related parties.
5. The figures of financial performance of listed entity, subsidiary and related parties are pertaining to FY 2025-26 being previous year to the FY 2026-27.

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. 8, 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: 26.08.2026

By Order of the Board
For Optimus Finance Limited

SD/-
Vruti Surti
Company Secretary & Compliance Officer

Registered Office Address:
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, 391101
CIN: L65910GJ1991PLC015044
Website: www.optimusfinance.in
Email: info@optimusfinance.in
Phone No.: +91 265-2325321

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 Director	:	Mr. Dipak Raval	Ms. Divya Zalani	Mr. Ramesh Kheradia
DIN	:	01292764	09429881	11804859
Nationality		Indian	Indian	Indian
Date of Birth & Age	:	19th August, 1959 (67 Years)	26th February, 1990 (36 Years)	13th August, 1956 (70 years)
Education & Qualifications	:	B.Com, LL.B, CAIIB, FCS	• Bachelor in commerce from MS University of Baroda • Chartered Accountant from ICAI.	Bachelor in commerce Bachelor of Law Company Secretary from ICSI
Experience (including expertise in specific functional area) /Brief Resume/ skills and capabilities (In case of independent director)		Mr. Dipak Raval, aged 67 years, 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). He has enriched experience of more than four (4) decades 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 a senior level position as Whole Time 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.	Ms. Divya Zalani holds qualification of Bachelor in commerce from M S University of Baroda and Chartered Accountant from ICAI. She has enriched working experience in practicing areas with various corporates & firms. At present she is into whole time practice as C.A. and providing services in Direct Taxation, Indirect Taxation, Audit and assurance, Financial Management, Advisory services, Secretarial services and Book keeping services.	Mr. Ramesh Kheradia is a fellow member of Institute of Company Secretaries of India and a Law Graduate. He has enriched experience of more than 30 years as Practicing Company Secretary and Consultant in the field of Corporate Laws, Foreign Exchange Management, Securities and Exchange Board of India Regulations, Foreign Contribution Regulations and Public Issue. He is also Appearing as an authorized representative before Central Government, Regional Director, Registrar of Companies, SEBI, SAT, NCLT and NCLAT on various matters on Corporate Law Related issues.
Terms and Conditions of Appointment/ Re-Appointment	:	Re-appointment in terms of Section 152(6) of the Companies Act,2013 Re-appointment in terms of Section 196 of the Companies Act,2013 for the term of 5 (five) years effective from 10th August, 2026 to 9th August, 2031, (Both days inclusive)	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of 5 (five) years, i.e., 31st December, 2026 to 30th December, 2031 (both days inclusive)	Appointment of Mr. Ramesh Kheradia as an Non-Executive Independent Director on the board of Company for a term of 5 (five) consecutive years including continuation in office beyond his age of 75 (Seventy-Five) years with effect from 26th August, 2026 to 25th August, 2031
Remuneration last drawn (including sitting fees, if any)	:	Rs. 3,30,000 Per month (w.e.f 1st August 2024)	Sitting fees @ INR 3,000/- per meeting of the Board.	Nil
Remuneration proposed to be paid	:	NIL.	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any

			other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	:	10.08.2015.	31.12.2021	26.08.2026
Nature of expertise in specific functional areas	:	• Finance • Law • Management • Administration • Corporate Governance related to the Company's business • Strategy	• Direct Taxation • Indirect Taxation • Audit and assurance • Financial Management • Advisory services • Secretarial services • Book keeping services	• Corporate Law • FEMA Law • SEBI Regulations • Legal and regulatory representations • Regulatory matters
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	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	:	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.
Number of meetings of the Board attended during the financial year (FY 2025-26)	:	6 (Six)	6 (Six)	NA
Directorships held in other companies		• Maximus International Limited • Sukruti Infratech Private Limited • Additol Lubricants Limited* • Hydrocarbon Development Co Private limited** • Maximus Infra Ventures Limited	Maximus International Limited	Maximus International Limited
Name of the entity in which the Director holds committee memberships & chairpersonship	:	Maximus International Limited • Member- Audit Committee • Member - Stakeholders relationship Committee	Maximus International Limited • Chairperson- Audit Committee • Chairperson- Nomination & Remuneration Committee • Chairperson-Stakeholders relationship Committee	Maximus International Limited • Member - Audit Committee • Member- Nomination Remuneration Committee
Listed entities from which the Director has resigned in the past 3 (three) years		None	None	None

* Resigned as Director w.e.f. 10.03.2014
** Under Liquidation