



Ref: OFL/BSE/2025

Date: 21st January 2025

To,

BSE Limited

Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Re: Optimus Finance Limited

Scrip Code: 531254

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 & Rule 22 of Companies (Management and Administration) Rules, 2014.

Ref: Regulation 30 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

With reference to the captioned subject and pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**'Listing Regulations'**], we enclose herewith the Notice of Postal Ballot dated 16th January 2025, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013, read with the Listing Regulations [hereinafter referred to as the **'Notice'**] and Calendar of events for Postal Ballot.

Calendar of Events for Postal Ballot:

Sr. No.	Particulars	Date(s)
1.	Cut-off date for ascertaining the list of members to whom the Notice of Postal Ballot will be sent and also for reckoning Voting Rights.	Friday, 17 th January 2025.
2.	Date & Time of commencement of Remote E-Voting	From 09:00 A.M. (IST) of Thursday, 23 rd day of January 2025.
3.	Date of Closure of E-Voting	Up to 17:00 P.M. (IST) of Friday, 21 st day of February 2025.
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before Monday, 24 th February 2025.
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before Monday, 24 th February 2025.

OPTIMUS FINANCE LIMITED

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

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

Website: www.optimusfinance.in



Notice is being sent to the Members of the Company seeking their approval through remote e-voting in respect of the following business(es):

Sr. No.	Description of the Resolutions
1.	Sub-division of existing 1 [One] Equity Share having face value of Rs. 10/- [Rupees Ten only] each fully paid-up into 10 [Ten] Equity Shares having face value of Re. 1/- each [Rupee One only].
2.	Consequent alteration of Capital clause of the Memorandum of Association of the Company.

The Notice has been sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or List of Beneficial Owners of the Company maintained by Depositories as on **Friday, 17th January 2025** [**'Cut-off Date'**].

The Members whose e-mail addresses are not registered with the Company/Depositories, may register the same by following the process provided in the '**Notes**' to the Notice.

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 & 110 of the Companies Act, 2013, read with the Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, and the relaxations and clarifications issued by the Ministry of Corporate Affairs [**MCA**], the Company has engaged the services of Central Depository Services (India) Limited [**CDSL**] for facilitating e-voting in a secure manner.

The Notice can also be accessed from the website of the Company at www.optimusfinance.in, website of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and on the website of CDSL, the e-voting agency at www.evotingindia.com.

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

Thanking you,

Yours faithfully,

FOR: OPTIMUS FINANCE LIMITED

Krati Gupta

Company Secretary & Compliance Officer

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and applicable Circulars issued by the MCA.]

VOTING COMMENCES FROM	VOTING CONCLUDES ON
Thursday, 23 rd day of January 2025, at 09:00 A.M. [IST]	Friday, 21 st day of February 2025, at 17:00 P.M. [IST]

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, [**‘the Act’**] (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, [**‘the Rules’**], Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [**‘SEBI Listing Regulations’**], Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India [**‘SS-2’**], as amended from time to time and in accordance with the requirements prescribed and in accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs [**‘MCA Circulars’**], read with the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 03, 2024, [hereinafter collectively referred to as **‘Circulars’**], for holding General Meeting/conducting Postal Ballot process through e-Voting, to transact the Resolutions as set out below are proposed to be passed by the members of Optimus Finance Limited [**‘the Company’**] by means of Postal Ballot, only by way of remote E-Voting [**‘Postal Ballot’**] as a matter of special businesses.

An Explanatory Statement pursuant to Section 102(1), 110 and all other applicable provisions of the Act and Rules made thereunder pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed to the Postal Ballot Notice [**‘the Notice’**].

In compliance with the aforesaid Circulars, this Notice is being sent through electronic mode to those Members whose names appear in the Register of Members provided by the Registrar and Share Transfer Agent - MUFG Intime India Pvt. Ltd. [formerly known as Link Intime India Private Limited] [RTA] as on Friday, 17th January 2025 [**‘Cut-off Date’**] and whose e-mail address(es) are

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registered with the Depository Participants/RTA. The communication of assent or dissent of the Members would only take place through remote e-voting system. The procedure for casting vote through e-voting has been detailed further in the Notice.

Pursuant to Regulation 44 of Listing Regulations, Sections 108 & 110 of the Act read along with the relevant Rules, Circulars and SS-2, the Company is providing the remote e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing the facility of remote e-voting to its Members. The instructions for remote e-voting are annexed to this Notice.

The Notice is also available on the website of the Company at www.optimusfinance.in, website of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and on the website of CDSL, the e-voting agency at www.evotingindia.com.

Members desirous of exercising their vote through remote e-voting process are requested to carefully read the instructions and follow the procedure as mentioned in this Notice to record their assent (FOR) or dissent (AGAINST) not later than **17:00 P.M. [IST]** on **Friday, 21st day of February 2025**. The remote e-voting will be disabled immediately thereafter by CDSL.

The Board of Directors of the Company at its meeting held on Thursday, 16th Day of January 2025, has appointed Mr. Hemang Mehta, Proprietor of M/s. H.M. Mehta & Associates, Practicing Company Secretaries, Vadodara, (Membership No. FCS – 4965 & Certificate of Practice No. 2554) as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman, or any other person authorised by him, after completion of scrutiny of votes cast. The results declared along with the Scrutinizer's Report shall be announced by the Chairman or such person authorised by him within the stipulated timeline. The Scrutinizer's decision on the validity of the votes cast will be final.

The results declared in respect of the resolutions as set out in the Notice of Postal Ballot along with the Scrutinizer's Report shall be placed on the website of the Company at www.optimusfinance.in and the same shall be immediately communicated to the Stock Exchange i.e., BSE Limited.

The proposed Resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Friday, 21st February 2025**.

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SPECIAL BUSINESSES:

ITEM NO. 1:

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

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

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

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

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

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

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

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

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

ITEM NO. 2:

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

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 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder ['Act'] including any statutory modification(s) or re-enactment(s) thereof, the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, on recommendation of the Board of Directors of the Company and subject to such other approvals, permissions and sanctions including from the Central Government, if

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any, as may be required, the consent of Members of the Company be and is hereby accorded for substituting the existing Capital Clause of the Memorandum of Association of the Company with the following new Capital Clause:

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

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

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

By Order of the Board
For Optimus Finance Limited

Place: Vadodara
Date: 16.01.2025

Sd/-
Krati Gupta
Company Secretary & Compliance Officer

OPTIMUS FINANCE LIMITED



NOTES:

The Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ['Rules'] and other applicable provisions, if any, and Secretarial Standards on General Meetings [SS-2] issued by the Institute of Company Secretaries of India, setting out the material facts and reasons for the proposed resolution forming part of this Notice.

This Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members provided by the RTA - MUFG Intime India Pvt. Ltd. and whose email address is registered with the Company/Depository Participant(s), as on **Friday, 17th January 2025** ['Cut-off Date']. A person who is not a member as on the Cut-off Date should treat this Notice of Postal Ballot for informational purposes only.

In compliance with the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the Circulars, the manner of voting on the proposed resolution(s) is restricted only to **e-voting** i.e., by casting votes electronically instead of submitting the postal ballot form. A Member cannot exercise his/her vote by proxy on Postal Ballot/e-voting.

Voting Rights of Members/Beneficial Owners shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 17th January 2025 (Cut-Off Date).

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 will be entitled to vote.

The physical copy of the Notice along with the Postal Ballot Form and the pre-paid business reply envelope are not being sent to the members.

The Board of Directors has appointed Mr. Hemang Mehta, Proprietor of M/s. H.M. Mehta & Associates, Practicing Company Secretaries, Vadodara, (Membership No. FCS – 4965 & Certificate of Practice No. 2554) as the Scrutinizer in accordance with the provisions of the Act read with Rules and the Circulars for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has consented to act as Scrutinizer.

The remote e-voting period will commence on **Thursday, 23rd January 2025** at **09:00 A.M. [IST]** and will end on **Friday, 21st February 2025** at **17:00 P.M. [IST]** for the Members exercising their vote through electronic voting. The Company has engaged the services of Central Depository Services (India) Limited [CDSL] to provide remote e-voting facility to its Members for voting on the resolutions set out in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The Scrutinizer shall, after conclusion of the e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him. Results of the voting will be declared by the Chairman, or any other person authorised by him, on or before **Monday, 24th February 2025**, by placing the same along with the Scrutinizer's Report on the Company's website viz., www.optimusfinance.in and website of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com.

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Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to have been passed on **Friday, 21st February 2025**, i.e., the last day of the e-voting period.

All the members of the Company as of the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to **Friday, 21st February 2025**. Members seeking to inspect such documents can send an email to info@optimusfinance.in. Such documents are also available for physical inspection without any fee by the Members of the Company during business hours on any working day, excluding Saturday, up to the date of closure of remote e-voting period i.e. **Friday, 21st February 2025**.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Sections 108 & 110 of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended [**SEBI Master Circular**] in relation to e-voting facility provided by the Listed Entities, the Company has provided the facility of remote e-voting to all the Members, to enable them to cast their votes electronically.

During this period, members holding shares either in physical form or in dematerialized form, as on **Friday, 17th January 2025**, i.e. Cut-off date, may cast their vote electronically. Voting Rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off Date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are explained herein below:

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

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

- (i) The voting period begins on **Thursday, 23rd of January 2025**, at **09:00 A.M. [IST]** and ends on **Friday, 21st of February 2025**, at **17:00 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 of **Friday, 17th January 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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

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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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' 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 & New System

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	<p>Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>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.</p> <p>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 [<i>Optimus Finance Limited</i>] 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.</p> <p>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</p> <p>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.</p>

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	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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

- (iv) Login method for Remote e-Voting **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

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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.</p>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for *Optimus Finance Limited* on which you choose to vote.

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- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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 delinked in case of any incorrect 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 mandatorily required 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, if

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Regd. Off.: 504A, “OZONE”, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara – 390003, Gujarat, India.

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

Website: www.optimusfinance.in



they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013, and Secretarial Standards on General Meeting(s) issued by the Institute of Company Secretaries of India (SS-2)]

Item Nos. 1 & 2:

The Equity Shares of the Company are listed and traded on BSE Limited. With a view to enhance liquidity of the Company's Equity Shares and to encourage participation of small investors by making equity shares of the Company more attractive to invest, the Board of Directors of the Company in their meeting held on **16th January 2025**, considered and approved, subject to the approval of Members of the Company and statutory authorities [*if any*], the sub-division/split of the existing equity shares of the Company, such that 1 [One] Equity Share having face value of Rs. 10/- [Rupees Ten only] each, be sub-divided/split into 10 [Ten] Equity Shares having face value of Re. 1/- [Rupee One only] each, ranking pari-passu with each other in all respects with effect from the Record Date [**Record Date**] to be determined by the Board of Directors for this purpose.

The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors of the Company after approval of the Members is obtained to the above proposals.

The proposed sub-division/split of the face value of Equity Shares of the Company is authorised by the Articles of Association of the Company. The sub-division/split of Equity Shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause of the Memorandum of Association [**MOA**] of the Company. The passing of the proposed resolutions as set out in Item No. 1 & 2 of this Notice will not result in any change in the amount of authorised, issued, subscribed and paid-up share capital of the Company. Further, the proposed sub-division/split of equity shares shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of Sections 13, 61(1)(d) & 64 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the approval of the Members of the Company is sought by way of Ordinary Resolution(s) for the proposed sub-division/split of equity shares and consequential alteration to Capital Clause of the Memorandum of Association of the Company as set out in Resolutions at Item Nos. 1 & 2 of this Postal Ballot Notice.

It is proposed to delete the following existing Capital Clause of the Memorandum of Association of the Company:

The authorised share capital of the Company is Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lacs) divided in to 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

and substitute the same by with the following new Capital Clause in the Memorandum of Association of the Company:

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

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The authorised, issued, subscribed and paid-up share capital of the Company pre and post the proposed sub-division/split is given below:

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

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection at the Company's Registered Office during official hours on any working day, up to the date of closure of remote e-voting i.e., **Friday, 21st February 2025**, and will also be available for inspection to the Members through electronic mode. Members may write to the Company at info@optimusfinance.in in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the Resolution(s) at Item Nos. 1 & 2 of this Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors is of the opinion that the above proposals are in the best interest of the Company and its existing and potential investors. The Board has therefore recommended the resolutions set out in Item Nos. 1 & 2 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolutions.

By Order of the Board
For Optimus Finance Limited

Place: Vadodara
Date: 16.01.2025

Sd/-
Krati Gupta
Company Secretary & Compliance Officer

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