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

Subject: Submission of Annual Report for the Financial Year 2025-26.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company along with the Notice of the 35th Annual General Meeting for the Financial Year 2025-26 which is also sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

The Annual Report is also available on Company's website at www.optimusfinance.in.

Please take the above on your records.

Thanking you.

Yours faithfully,
For Optimus Finance Limited

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

Vruti Surti
Company Secretary & Compliance Officer

Encl: As Above

OPTIMUS
FINANCE

ANNUAL REPORT
2025-26

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Dipak Raval
Chairman & Whole Time Director

Mr. Vinay Pandya
Independent Director

Ms. Divya Zalani
Independent Director

Mr. Rahil Thaker
Independent Director
Resigned w.e.f 6th July, 2026.

Mr. Ramesh Kheradia
Additional Independent Director
Appointed w.e.f 26th August, 2026

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Vruti Surti
Appointed w.e.f. 28th April 2025.

CHIEF FINANCIAL OFFICER:
Mr. Milind Joshi

STATUTORY AUDITORS:

M/s. Ambalal M. Shah & Co.
Chartered Accountants, Vadodara
M/s. Ambalal M. Shah & Co. appointed w.e.f. 26th August, 2026

Shah Mehta and Bakshi
Chartered Accountants, Vadodara
Shah Mehta and Bakshi, resigned w.e.f 14th August, 2026

SECRETARIAL AUDITORS:

Mr. Kamal A. Lalani
Practicing Company Secretary, Vadodara.

BANKERS:

Axis Bank Limited
Federal Bank Limited

REGISTERED OFFICE:

301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, India-391101*
Phone: +91 - 265 - 232 5321
Email: info@optimusfinance.in
Website: www.optimusfinance.in
CIN: L65910GJ1991PLC015044

*Registered Office shifted w.e.f. 10th March, 2026.

REGISTRAR AND SHARE TRANSFER AGENT:

MUFG Intime India Private Limited
C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083.
Phone: 022 - 4918 6000
Fax: +91 - 22 - 49186060
Email: : vadodara@in.mpms.mufg.com
Website:www.in.mpms.mufg.com

BRANCH OFFICE:
"Geetakunj", 1, Bhakti Nagar Society, Behind Abs Tower, Old Padra Road, Vadodara – 390015.
Phone: 0265 - 3566 768
Email: vadodara@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

COMPANY PROFILE

Optimus Finance Limited ('OFL') - Formerly known as Transpek Finance Ltd. - was incorporated under the Companies Act, 1956 (erstwhile Companies Act) in the year 1991 having its Registered Office at Vadodara, Gujarat, India. In the year 1995, OFL became public listed company having its shares listed on Bombay Stock Exchange (BSE).

OFL is registered with Reserve Bank of India as a Non-Deposit taking Non-Banking Financial Company (NBFC- ND) and having a Certificate of Registration.

At present, OFL is concentrating mainly on loan, investment and trading in marketable securities and mutual funds.

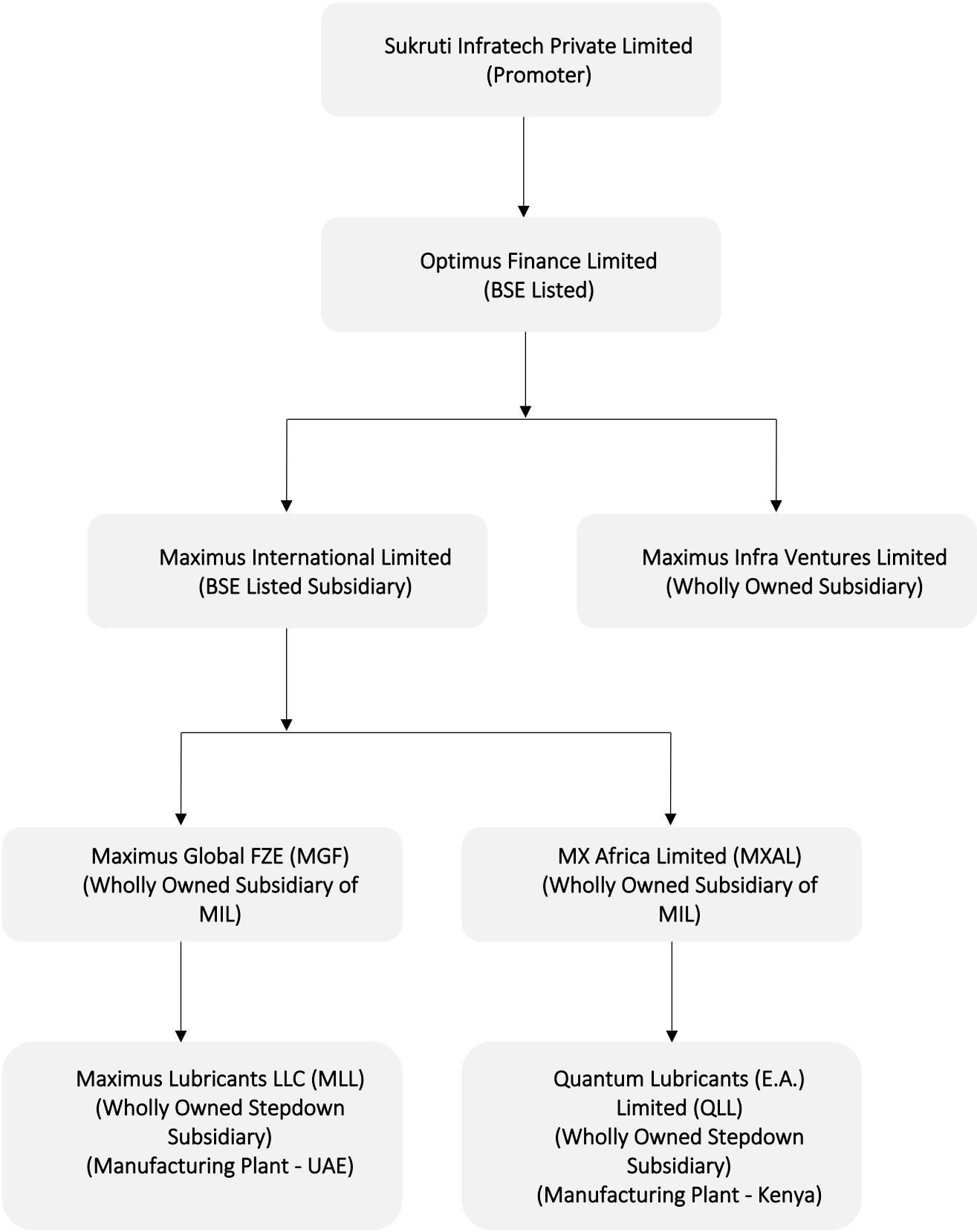
As a strategic move, OFL has set up its subsidiary(ies) as follows:

1. **Maximus International Limited ('MIL')** was incorporated on 22nd December 2015, under the Companies Act, 2013, having Corporate Office at Vadodara. Maximus Group is a manufacturer and distributor of Lubricants, Lube Base Oils and other petro-chemical products used in industries such as automotive, metal working, refrigeration, electrical, paint & ink industries. Maximus group's consolidated manufacturing capacity for lubricants and specialty oils/chemicals is 50,000 KL p.a. MIL has two Wholly Owned Subsidiaries- Maximus Global FZE, UAE - ('MGF') and MX Africa Limited, Kenya - ('MXAL'). MIL conducts its manufacturing activity through their two step-down subsidiaries (a) Maximus Lubricants LLC, UAE - ('MLL') (subsidiary of Maximus Global FZE) and (b) Quantum Lubricants (E.A.) Limited – ('QLL') (Wholly Owned Subsidiary of MX Africa Limited). The group strives to maintain high standards in terms of quality and service thus strengthening its position and ensuring client retention.

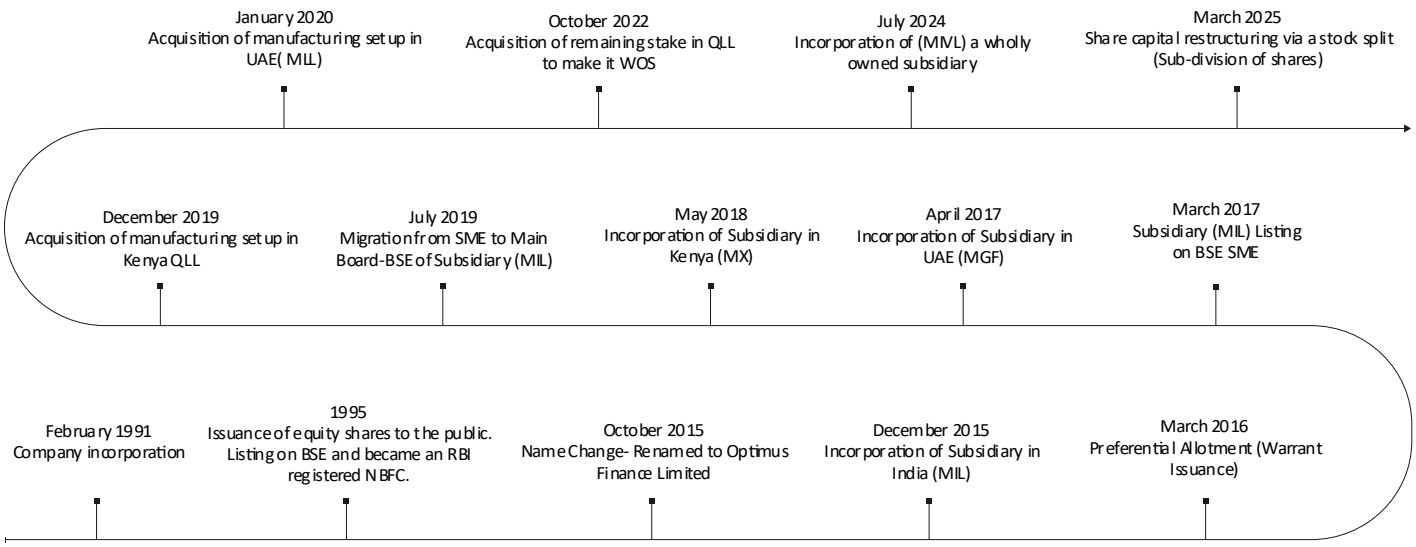
2. **Maximus Infra Ventures Limited ('MIVL')** was incorporated on 11th July 2024 under the Companies Act, 2013, having Corporate Office at Vadodara. MIVL shall capitalize on growth opportunities in the dynamic real estate, infrastructure, and construction sector. This strategic move will enhance the Company's agility and strengthen its customer-centric approach, positioning it for sustained success in these markets.

SUBSIDIARIES	MANUFACTURING SUBSIDIARIES
MAXIMUS GLOBAL FZE (MGF) MGF is a wholly owned subsidiary of Maximus International Limited (MIL). MGF is located at United Arab Emirates (UAE) and registered with Hamriyah Free Zone Authority, Sharjah. MGF is engaged in Marketing & Export of specialty, industrial and automotive lubricants.	**MAXIMUS LUBRICANTS LLC (MLL)** MLL, based in UAE, is a subsidiary of Maximus Global FZE. MLL has state-of-the-art manufacturing unit in Ras Al Khaimah, UAE. MLL has highly trained professional team and a robust distribution network.
MX AFRICA LIMITED (MXAL) MXAL, wholly owned subsidiary of Maximus International Limited (MIL), is located at Nairobi, Kenya. MXAL is Marketing & Distribution entity for specialty, industrial and automotive lubricants, specialty chemicals and other value-added products.The primary focus is on East Africa, however other African Countries are also being pursued. Any other Export opportunity beyond Africa could also be catered subject to Logistics and Statutory feasibility.	**QUANTUM LUBRICANTS (E.A.) LIMITED(QLL)** QLL, wholly owned subsidiary of MX Africa Limited, is located at Nairobi, Kenya. Quantum Lubricants Limited has a manufacturing facility for specialty, industrial and automotive lubricants, specialty chemicals and other value-added products. These products are marketed in Kenya and exported to neighboring countries such as Uganda, Tanzania etc.

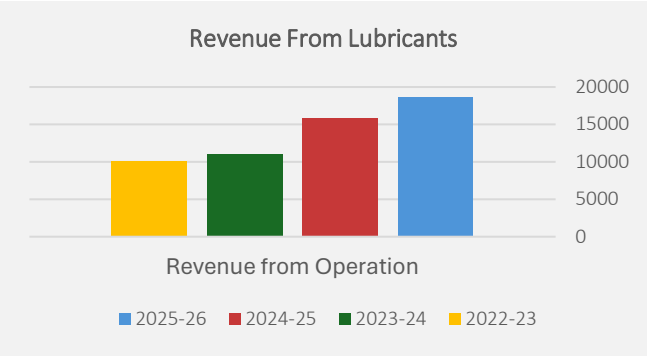
GROUP STRUCTURE

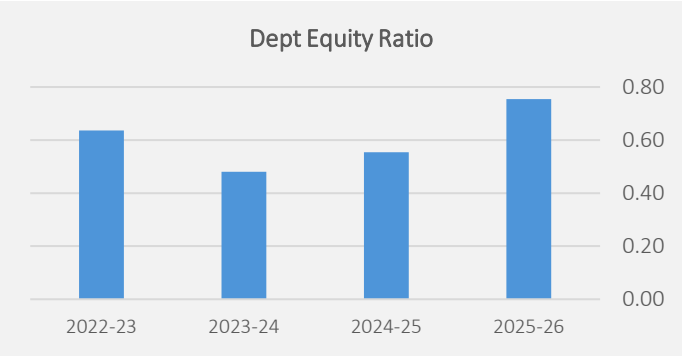


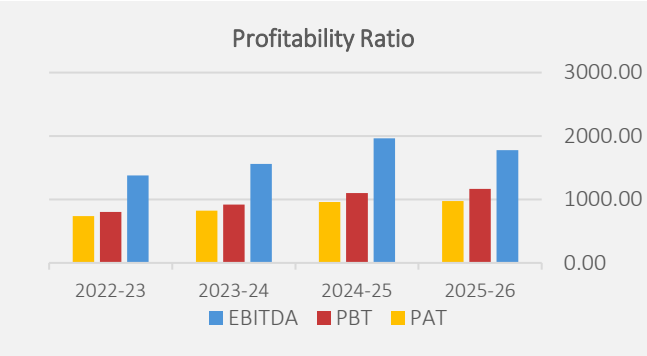
JOURNEY OF GROWTH

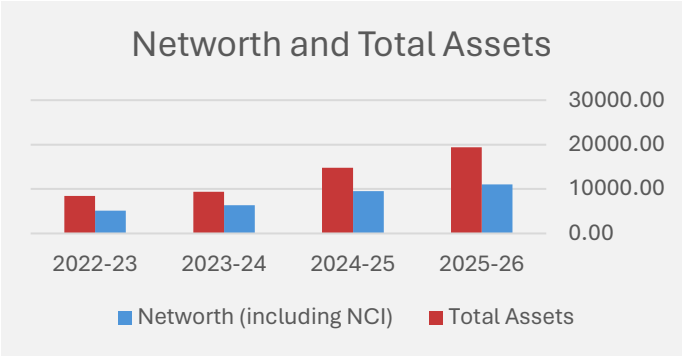


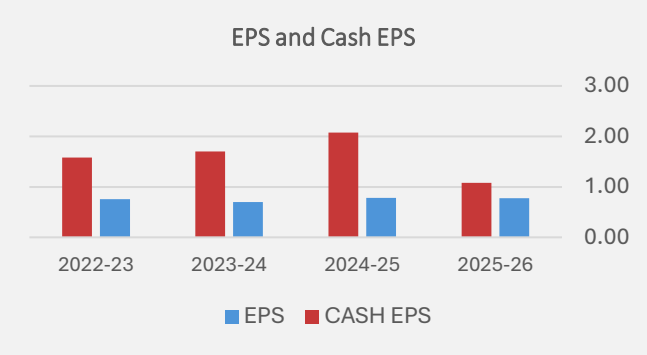
FINANCIAL PERFORMANCE SNAPSHOT

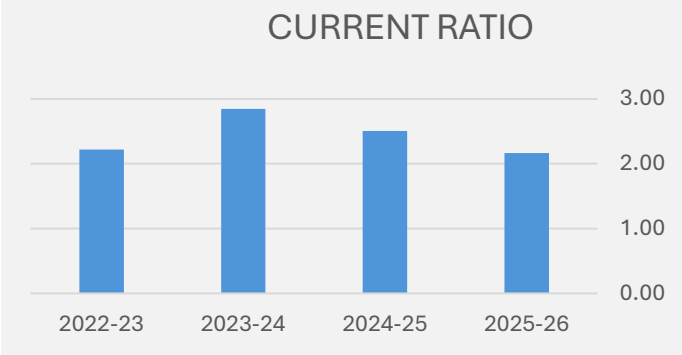












MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

I hope this message finds you in good health and high spirits. I am pleased to share that your company continues to explore new avenues for growth keeping in consideration industry scenario of the NBFCs in India.

In the current FY, business of the Non-Banking Financial Companies (NBFCs) has shown robust growth with the significant transformation and continue to act as an important part of India's financial system with contribution to infrastructure development, transportation, and employment generation.

I am also pleased to update you on the financial performance of our subsidiary, Maximus International Limited (MIL). Despite a challenging environment & war conditions, MIL has demonstrated consistent growth with its total consolidated income rising to an impressive INR 184.81 crore and 12.04% growth in EBITDA and 1.64 % growth in PAT.

In conclusion, I wish to express my sincere gratitude to all our shareholders for your unwavering support and trust in our journey. Together, we will continue to explore new horizons, seize opportunities, and build a brighter future for your company

Yours sincerely,

Dipak Raval
Chairman & Whole-Time Director

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

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:

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

BOARD'S REPORT

To,
Dear Members,

The Directors are pleased to present to you the 35th Annual Report of **Optimus Finance Limited**, ("the Company") on business and operations of Company along with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2026.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company for the year ended 31st March, 2026 on a Standalone and Consolidated basis, is summarized below:

(₹ in Lakh)

Particulars	Standalon Basis		Consolidated Basis	
	2025-26	**2024-25**	**2025-26**	**2024-25**
Revenue from Operations	129.21	148.72	18,594.13	15,826.79
Total Revenue From Operations	**129.21**	148.72	**18,594.13**	**15,826.79**
Other Income	-----	2.00	376.72	192.60
Total Income	**129.21**	**150.72**	**18,970.85**	**16,019.39**
Finance Cost	2.30	3.18	388.36	315.20
Fees and Commission Expense	-----	-----	-----	-----
Cost of Material Consumed	-----	-----	12,618.72	10,738.54
Purchase Of Stock in trade	-----	-----	2,777.65	2201.24
Purchase Of Shares	-----	-----	-----	-----
Changes in inventories to finished goods, stock in trade and Work-in-progress	-----	-----	(41.76)	(75.29)
Employee benefits expenses	45.71	46.15	837.97	743.72
Depreciation, amortization and impairment	-----	-----	222.30	168.52
Other expenses	19.42	29.76	1,000.39	824.41
Total expenses	**67.43**	**79.10**	**17,803.62**	**14,916.35**
Exceptional items	**-**	**-**	**-**	**-**
Profit /(Loss) before Tax	**61.77**	**71.62**	**1,167.23**	**1103.04**
Less: Tax Expenses				
Current Tax	15.39	18.03	91.12	139.79
Deferred Tax	(0.87)	0.37	100.27	3.16
Income Tax Earlier Years	-----	-----	-----	-----
Excess or short provision of earlier years	-----	-----	-----	-----
Profit after tax for the Period	**47.25**	**53.22**	**975.84**	**960.09**
Total Other Comprehensive income	-----	-----	**571.08**	**129.97**
Total Comprehensive income / (loss) for the Period	**47.25**	**53.22**	**1,546.93**	**1090.06**

Note:

The above figures are extracted from the Audited Standalone and Consolidated Financial statements prepared in accordance with Indian Accounting Standards (Ind AS) as specified in the Companies (Indian Accounting Standards) Rules, 2015, read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

Operational Highlights:

The Company is engaged in the business of granting Loans and making Investments. Its subsidiary, namely Maximus International Limited ('MIL') is engaged in the business of importing and exporting lubricant oils and different types of base oils. The Company acts as a Merchant Exporter and Sourcing Company with a niche focus on lubricants & base oils.

Further, a Wholly Owned Subsidiary (WOS) of the Company in the name of 'Maximus Infra Ventures Limited' is incorporated on 11th July 2024 which shall enable to capitalize on growth opportunities in the dynamic real estate, infrastructure and construction sector. This strategic move will enhance the Company's agility and strengthen its customer-centric approach, positioning it for sustained success in these markets.

MIL has two Wholly Owned Subsidiaries - Maximus Global FZE ('MGF') and MX Africa Limited ('MXAL').

MGF is located at United Arab Emirates (UAE) and registered with Hamriyah Free Zone Authority, Sharjah. MGF is engaged in Marketing and Export of specialty, industrial and automotive lubricants.

MXAL is located at Nairobi, Kenya. MXAL is a Marketing and Distribution entity for specialty, industrial and automotive lubricants, specialty chemicals and other value-added products.

Maximus Lubricants LLC ('MLL') is a subsidiary of MGF and Step-down Subsidiary of MIL. MLL is a state-of-the-art manufacturing unit for specialty, industrial and automotive lubricants, specialty chemicals and other value-added products in Ras Al Khaimah, UAE. MLL has a highly trained professional team and a robust distribution network.

Quantum Lubricants (E.A.) Limited ('QLL') is a Wholly Owned Subsidiary of MXAL and Wholly Owned Step-down subsidiary of MIL. QLL has a manufacturing facility for specialty, industrial and automotive lubricants, specialty chemicals and other value-added products.

Standalone Financial Performance:

Total revenue from operations on a standalone basis for the current year is ₹129.21 Lakhs as against ₹ 148.72 Lakhs in the previous year.

Net profit for the current year is ₹47.25 Lakhs as against the net profit of ₹53.22 Lakhs in the previous year.

Earnings per share stood at ₹0.06 on Face Value of ₹1each.

Consolidated Financial Performance:

Total revenue from operations on a consolidated basis for the current year is ₹18,594.13 Lakhs as against ₹15,826.79 Lakhs in the previous year.

Net Profit for the current year is ₹ 975.84 Lakhs as against ₹ 960.09 Lakhs in the previous year.

Earnings per share stood at ₹ 0.78 on Face Value of ₹1 each.

3. INDIAN ACCOUNTING STANDARDS:

The Financial Statements for the year ended on 31st March, 2026 have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015, prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standard) Rules, 2015 as amended and other recognized accounting practices and policies to the extent applicable.

4. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of your Company and its subsidiaries are prepared in accordance with Section 133 and other applicable provisions of the Act as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') together with Auditors' Report thereon form part of this Annual Report.

5. DIVIDEND:

Your Directors have been planning to conserve the profits and continued investment in the business of the company, reason being no dividend is recommended for the Financial Year 2025-26.

Dividend distribution policy is not applicable to the Company.

6. TRANSFER TO RESERVES:

The Company during the year under review, in accordance with Section 45-IC(1) of the Reserve Bank of India Act, 1934 has transferred ₹ 9.45 Lakhs to Reserve of the Company.

7. SUBSIDIARY COMPANIES/JOINT VENTURE/ ASSOCIATES:

As on 31st March 2026, your Company has following Subsidiary(ies)/Step-down subsidiaries:

i. Maximus Infra Ventures Limited – Wholly Owned Subsidiary
ii. Maximus International Limited - Subsidiary Company
iii. Maximus Global FZE – Step-down Subsidiary - in Sharjah - UAE
(Wholly Owned Subsidiary of Maximus International Limited)
iv. MX Africa Limited – Step-down Subsidiary - in Nairobi - Kenya

(Wholly Owned Subsidiary of Maximus International Limited)
v. Maximus Lubricants LLC – Step-down Subsidiary - in RAK - UAE
(Subsidiary of Maximus Global FZE)
vi. Quantum Lubricants (E.A.) Limited – Wholly Owned Step-down Subsidiary - in Nairobi - Kenya (Wholly Owned Subsidiary of MX Africa Limited)

During the Financial Year, your Board of Directors reviewed the affairs of the Subsidiaries/Step-Down subsidiaries. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ('the Act'), a statement containing salient features of financial performance of Subsidiaries/Step-Down subsidiaries in Form AOC-1 is furnished in **ANNEXURE-1** and attached to this Report.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate audited financial statements in respect of each Subsidiaries/Step-down subsidiary are available on the website of the Company www.optimusfinance.in

The Company does not have any Joint Venture or Associate Companies during the year or at any time after the closure of the year and till the date of the report.
The Policy for determining Material Subsidiaries of the Company, as approved by the Board, has been provided on the Company's website at www.optimusfinance.in

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

No significant and material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future.

9. REPORT ON CORPORATE GOVERNANCE:

Pursuant to Regulation 34 read with Para C of Schedule V of the SEBI Listing Regulations, the Corporate Governance Report of the Company for the year under review and the Practicing Company Secretary Certificate regarding compliance of conditions of Corporate Governance is annexed to this report as **ANNEXURE-2**.

In compliance with the requirements of Regulation 17 of the SEBI Listing Regulations, a Certificate from the Whole Time Director and Chief Financial Officer of the Company, who are responsible for the finance function, was placed before the Board.

All the Board Members and Senior Management Personnel of the Company had affirmed compliance with the Code of Conduct for Board and Senior Management Personnel. A declaration to this effect duly signed by the Whole Time Director is annexed as a part of the Corporate Governance Report.

10. BUSINESS RESPONSIBILITY AND SUSTAINABILTY REPORT:

The Board of Directors of the Company hereby confirms that according to the provisions of Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report is not mandatorily applicable to the Company for the year under review ended on 31st March 2026, hence not annexed with Annual Report.

11. DETAILS OF CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The composition of Board of Directors of the Company is in compliance with the Companies Act, 2013 and SEBI Listing Regulations.

Director liable to retire by rotation:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Dipak Raval (DIN: 01292764), Whole Time Director of the Company who is liable to retire by rotation at the ensuing 35th Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Resignation of Directors:

Mr. Rahil Thaker (DIN:07907715) has been resigned from the position of Non-Executive Independent Director of the company with effect from 6th July, 2026 due to personal and unavoidable circumstances and he further confirms that there are no other material reasons for resignation other than those provided.

Appointment and Re-Appointment of Directors:

I. The prevailing 3 (Three) year term of Mr. Dipak Raval (DIN: 01292764) as a Whole Time Director of the Company which commenced from 10th August, 2023 to 9th August, 2026. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 08th August, 2026 approved the re-appointment of Mr. Dipak Raval as a Whole Time Director, liable to retire by rotation for a further term of 5 (Five) years with effect from 10th August 2026 ,to 9th August 2031 including continuation in office beyond his age of 70 (Seventy) years subject to approval by the members of the Company by means of a special resolution at ensuing Annual General Meeting.

II. Ms. Divya Zalani (DIN: 09429881) Non- Executive Independent Director, was appointed at 31st Annual General Meeting of the Company to hold office for a term of 5 (five) consecutive years with effect from 31st December, 2021 to 30th December, 2026 (both days inclusive) and not liable to retirement by rotation. Accordingly, Based on the recommendation of the Nomination and Remuneration Committee, the Board approved the re-appointment of Ms. Divya Zalani (DIN: 09429881) as Non- Executive Independent

Director of the Company 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 by the members of the Company at ensuing Annual General Meeting by means of a special resolution and she shall not be liable to retire by rotation.

III. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Mr. Ramesh Kheradia (DIN: 11804859) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 26th August, 2026, subject to the approval of the Members of the Company.

The Board has further approved the appointment of Mr. Ramesh Kheradia as a Non-Executive Independent Director of the Company for a term of five (5) years with effect from 26th August, 2026 to 25th August, 2031, not liable to retire by rotation, subject to the approval of the Members at the ensuing Annual General Meeting.

In the opinion of the Board, Mr. Ramesh Kheradia fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the management and possesses the requisite skills, expertise, experience and knowledge relevant to the business and affairs of the Company.

Considering his extensive knowledge, experience and educational background, the Board is of the opinion that his appointment as an Independent Director is in the best interests of the Company. The requisite details regarding his appointment are provided in the Notice convening the 35th AGM of the Company.

Key Managerial Personnel:

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on 31st March, 2026:

- Mr. Dipak Raval - Chairman & Whole Time Director
- Mr. Milind Joshi - Chief Financial Officer
- Ms. Vruti Surti– Company Secretary (With effect from 28th April, 2025.)

12. MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES:

The Board met 5 (Five) times during the Financial Year 2025-26, the details of which are given in the Corporate Governance Report forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Act and the SEBI Listing Regulations.

Information on the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and meetings of the respective Committees held during the year is given in the Corporate Governance Report.

13. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from all the Independent Directors of the Company in accordance with Section 149 (7) of the Companies Act 2013, that they meet the criteria of independence as laid out in Section 149(6) of the said Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as an Independent Director during the year.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Companies Act, 2013 and the Company's Code of Conduct.

The Board of Directors is of the opinion that all the Independent Directors possess requisite qualifications, experience and expertise in industry knowledge and corporate governance and they hold highest standards of integrity.

None of the Independent Directors hold any equity shares of your Company during the Financial Year ended 31st March, 2026.

None of the Directors have any relationships inter se.

All the Independent Directors of your Company have confirmed their registration/renewal of registration on Independent Directors' Databank.

14. BOARD EVALUATION:

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, the work performed by the Internal Auditors, Statutory Auditors and Secretarial Auditors, including the Audit of Internal Financial Controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the

Company's internal financial controls were adequate and effective during Financial Year 2025-26.

Accordingly, pursuant to Sections 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

i. in the preparation of the Annual Financial Statements for the Financial Year ended 31st March 2026, the applicable Indian Accounting Standards (Ind AS) have been followed along with proper explanation relating to material departures, if any.

ii. they have selected such accounting policies and applied them consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2026, and of the profit of the Company for the period ended on that date.

iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. the annual accounts have been prepared on a going concern basis.

v. proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

vi. systems to ensure compliance with the provisions of all applicable laws were devised and in place and were adequate and operating effectively.

16. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Nomination & Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations for their nomination to the Board. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of the Company. The Company's policy on Director's appointment and remuneration and other matters provided in Section 178(3) of the Act is available on the website of the Company at www.optimusfinance.in.

17. RISK MANAGEMENT:

The Company has a mechanism in place to identify, assess, monitor, and mitigate risks associated with its key business objectives. Major risks identified by the businesses and functions are systematically addressed through appropriate mitigating actions on a continuing basis.

18. ANNUAL RETURN:

In compliance with Section 92(3) and 134(3)(a) of the Act, Annual Return in Form MGT-7 is available on Company's website and can be accessed at www.optimusfinance.in

19. RELATED PARTY TRANSACTIONS:

During the year under review, no transaction with related parties was in conflict with the interests of the Company. All Related Party Transactions are placed on a quarterly basis before the Audit Committee and before the Board for the noting and approval. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are of a foreseeable and repetitive in nature.

The policy on Related Party Transactions as approved by the Board can be accessed on the Company's website at www.optimusfinance.in

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in Form AOC-2 is annexed herewith as **ANNEXURE-3** to this Report.

20. BOARD COMMITTEES:

The Board has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, in terms of the requirements of the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to their terms of reference, composition, etc. are provided in the Corporate Governance Report, which forms part of this Report as **ANNEXURE: 2** The Board has accepted all recommendations of the above Committees.

21. NOMINATION & REMUNERATION POLICY:

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, your Company has in place a Nomination and Remuneration Policy which lays down a framework in relation to criteria and qualification for nomination & appointment of Directors, positive attributes and independence of a director, remuneration of Directors, Key Managerial Personnel and other employees of the Company.
The policy also lays down criteria for selection and appointment of Board members. The said policy has been posted on the website of the Company and the web link thereto is: www.optimusfinance.in

22. REPORTING OF FRAUD(S):

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report, which forms part of this Annual Report.

23. MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes and commitments affecting the financial position of your Company between the end of the financial year to which the financial statement relates and date of this Report, which could have an impact on your Company's operation in the future or its status as a "Going Concern".

24. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of your Company.

25. CHANGE OF REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS OF THE CITY:

During the year under Review, the Board of Directors, through Circular Resolution passed on 10th March, 2026, approved the shifting of the Registered Office of the Company within the local limits of the City. Accordingly, the Registered Office of the Company was shifted, with effect from 10th March, 2026, from "504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara, Vadodara-390003, Gujarat, India" to "301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101, Gujarat, India".

26. DEPOSITS:

The Company has not accepted deposits within the meaning of Section 73 and 74 covered under Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the year and hence there were no outstanding deposits and no amount remaining unclaimed with the Company as on 31st March, 2026. Further, the Company has not also accepted any Deposit which are not in compliance with the requirement of Chapter V of the Companies Act, 2013.

The details of loan from the Directors of the Company not considered as Deposit under the Companies (Acceptance of Deposit) Rules, 2014, are disclosed in the Audited Financial Statements of the Company

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are as set out in the notes to the accompanying financial statements provided in this Integrated Annual Report.

28. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, neither any application was made, nor any proceedings were pending under Insolvency and Bankruptcy Code, 2016.

29. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

There was no one-time settlement entered into with any Bank or Financial Institutions in respect of any loan taken by the Company.

30. AUDITORS:

30.1 STATUTORY AUDITORS

M/s. Shah Mehta and Bakshi, Chartered Accountants (Firm Registration No. 103824W) ('SMB') were appointed at the 30th Annual General Meeting ('AGM') of the Company held on 30th September, 2021 for a term of 5 (five) years i.e. from the conclusion of 30th AGM until the conclusion of 35th AGM of the Company to be held in relation to the financial year ending on 31st March, 2026. As explained in the explanatory statement to the Notice of the AGM, 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. However, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 14th August, 2026 noted and accepted the resignation of SMB.

In this regard, the Board of Directors of the Company at their meeting held on 26th August, 2026 has approved the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) as Statutory Auditors of the Company to fill casual vacancy consequent to the resignation of SMB till ensuing 35th AGM of the Company.

Further, the Board on recommendation of the Audit Committee and subject to the approval of the shareholders of the Company, approved the appointment of M/s. Ambalal M. Shah & Co., Chartered Accountants (Firm Registration No. 0100304W) for 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.

Appropriate resolution seeking Members' approval for the appointment of M/s. Ambalal M. Shah & Co., as Statutory Auditors of the Company is appearing in the Notice conveying the ensuing AGM of the Company.

STATUTORY AUDITOR'S REPORT

The observations made by the Statutory Auditors in their Report read with the relevant notes as given in the Notes to the Financial Statement for the Financial Year ended on 31st March, 2026 are self- explanatory and are devoid of any reservation, qualification or adverse remarks.

30.2 SECRETARIAL AUDITOR

In compliance with the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI Listing Regulations 2015, Mr. Kamal A. Lalani, Peer-reviewed Practicing Company Secretary (Membership No. F13814 & Peer Review Number 6618/2025), was appointed as Secretarial Audit of the Company by the Members at their 34th AGM held on 30th September, 2025 for a term of five years commencing from financial year 2025-26 till financial year 2029-30.

SECRETARIAL AUDIT REPORT

The report of the Secretarial Auditor in the prescribed Form MR-3 is annexed herewith as ANNEXURE-4. The Secretarial Auditor's Report for Financial Year 2025-26 does not contain any qualification, reservation or adverse remark.

ANNUAL SECRETARIAL COMPLIANCE REPORT

Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2026 on compliance of all applicable SEBI Listing Regulations and circulars/guidelines issued thereunder, was obtained from Mr. Kamal A. Lalani, Practicing Company Secretary, Vadodara, Gujarat.

The Annual Secretarial Compliance Report for Financial Year 2025-26 was submitted to the Stock Exchange in accordance with the timelines prescribed under Listing Regulations.

30.3 INTERNAL AUDITOR

M/s. DVG & Associates, Chartered Accountants, Vadodara (Firm Registration No: 130882W) resigned as an Internal Auditor of the Company with effect from 13th August, 2025. Consequently M/s. Ajit Tushar & Co., Chartered Accountants, Vadodara (Firm Registration No: 136343W) has been appointed as an Internal Auditor of the Company commencing from Second Quarter of the Financial Year 2025-26 till the Financial Year 2027-28 under Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014.

31. COST AUDIT:

Your Company is not required to maintain cost accounting records as specified under Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

32. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a Vigil Mechanism and adopted a Vigil Mechanism Policy for its Directors and Employees in order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior.
This policy is posted on the website of Company at www.optimusfinance.in

33. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

34. CHANGES IN SHARE CAPITAL:

During the year under review, there was no change in the Issued, Subscribed and Paid -Up Capital Structure of the Company.

The Capital structure of the Company as on 31st March, 2026 is as follows:

Type of Capital	No. of shares	Face Value (In Rs.)	Total Share capital (In Rs.)
Authorised Share Capital	7,50,00,000	1	7,50,00,000
Issued, Subscribed and Paid-Up Share Capital	7,47,23,000	1	7,47,23,000

Further, during the year under review the Company has not made buyback of shares or has not issued Bonus Shares, Sweat Equity Shares, Equity with differential voting rights and Employee stock option.

The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares to the Employees or Directors of the Company, other than under ESOP Plan. No disclosures are required under Section 67(3)(C) of the Companies Act, 2013 ("Act") in respect of voting rights not exercised directly by the employees of the

Company as the provisions of the said Section are not applicable.

Alteration of 'Capital Clause' of Memorandum of Association
During the year under review, there was no alteration of 'Capital Clause' of Memorandum of Association of the Company.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company for the financial year under review, as the Company does not satisfy any of the prescribed thresholds.

36. TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF):

Since no dividend has been declared by the Company, there was no unpaid/unclaimed dividend and accordingly no amount transferred to the Investor Education and Protection Fund, and the provisions of Section 125 of the Act do not apply.

37. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **ANNEXURE-5** of the Annual Report.

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

38. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.
Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any

Following are the details of the complaints received by your Company during Financial Year 2025-26:

Sr. No.	Particulars	Number
1	No. of complaints received during the year	Nil
2	No. of complaints disposed off during the year	NA
3	No. of cases pending for more than 90 days during the year	NA

A copy of the said policy is available on the website of the Company at www.optimusfinance.in

39. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

During the year under review, the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961, including relating to maternity leave and other benefits to the women employees.

40. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) The information relating to conservation of energy as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)(A) of the Companies (Accounts) Rules, 2014 is not applicable to the present activities of your Company and hence no annexure forms part of this report.

(B) Technology Absorption: The management keeps itself abreast of the technological advancements in the industry and has adopted best-in-class transaction, billing and accounting systems, along with robust risk management solutions.

(c) The Company has neither earned nor used any foreign exchange during the year under review.

41. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the SEBI Listing Regulations is presented in ***ANNEXURE-6*** and the same is for the part of this Report

42. COMPLIANCE WITH SECRETARIAL STANDARDS:

Your company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act from time to time and that such systems are found to be adequate and operating effectively.

43. LISTING OF EQUITY SHARES:

The Equity Shares of the Company are listed on the BSE Limited (BSE).

44. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items, during the year under review:-
a. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).
b. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Bank or Financial Institution.
c. Giving of loan to person in employment of the Company with a view to enabling him/her to purchase or subscriber for fully Paid-up Equity Shares in the Company.
d. Revision of Financial Statement and Board's Report.
e. Pledge of Equity Shares of the Directors of the Company with any Bank or Financial Institution.

45. KYC REGISTRATION FOR HOLDERS OF PHYSICAL SHARES:

All shareholders of the Company holding shares in physical form are requested to update their Mobile number, PAN, Address, Email ID, Bank account details (KYC details) and Nomination details with the Company's Registrar and Share Transfer Agent (RTA) at the earliest, in case the same are not updated.

The relevant forms for updating the KYC information and Nomination details are provided on the website of the Company www.optimusfinance.in

46.GREEN INITIATIVES:

In commitment to keep in line with the green initiatives and going beyond it, electronic copy of the Notice of 35th Annual General Meeting of the Company including the Annual Report for Financial Year 2025-26 are being sent to all Members whose e-mail addresses are registered with the Company/ Depository Participant(s).

47. ACKNOWLEDGEMENT:

The directors express their earnest gratitude to all external agencies for the assistance, co-operation and guidance received. Your directors place on record their deep sense of appreciation for the dedicated services rendered by the workforce of the Company. Further your directors would like to thank and place on record their gratitude to all the members of the Company for their faith in the management and continued affiliation with the Company.

For and on behalf of the Board
For Optimus Finance Limited

SD/-
Dipak Raval
Chairman & Whole Time Director
DIN: 01292764

Date: 26.08.2026
Place: Vadodara

ANNEXURE-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. Lakhs)

Sr. No.	Particulars	Maximus Infra Ventures Limited	Maximus Inter national Limited	Maximus Global FZE	MX Africa Limited	Maximus Lubricants LLC	Quantum Lubricants (E.A.) Limited
1	Date since when subsidiary was incorporated	11.07.2024	22.12.2015	02.04.2017	11.05.2018	26.02.2018	01.12.2019
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A	N.A	N.A	N.A	N.A	N.A
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A	N.A	Arab Emirates Dirhams (AED) 1 AED = ₹ 24.0455 for P&L and 25.7738 for B/s	Kenyan shilling (KSH) 1 KSH= ₹ 0.6832 for P&L and 0.7285 for B/s	Arab Emirates Dirhams (AED) 1 AED = ₹ 24.0455 for P&L and 25.7738 for B/s	Kenyan shilling (KSH) 1 KSH= ₹ 0.6832 for P&L and 0.7285 for B/s
4	Share capital	1.00	1360.36	541.25	80.14	77.32	993.31
5	Reserves & surplus	(3.87)	2639.52	3404.02	(265.17)	1212.08	86.21
6	Total assets	33.98	4902.16	6308.07	1820.70	9823.65	3588
7	Total Liabilities	36.85	902.28	2362.80	2005.73	8394.48	2508.48
8	Investments	-----	447.45	179.21	400.13	-----	-----
9	Turnover	-----	528.76	3041.16	-----	10683.37	4347.04
10	Profit before taxation	(1.02)	447.09	554.33	(106.42)	350.14	(138.65)
11	Provision for taxation	-----	116.63	-----	18.33	23.40	18.52
12	Profit after taxation	(1.02)	330.47	554.33	(124.74)	326.75	(157.17)
13	Proposed Dividend	-----	-----	-----	-----	-----	-----
14	% of shareholding	-----	57.58%	100%	100%	-----	-----

Notes:

1. Financial numbers presented above are prepared under IND-AS. Balance sheet and income statement are translated using closing foreign exchange rate as at 31st March, 2026 respectively.
2. Maximus Global FZE and MX Africa Limited are wholly owned subsidiaries of Maximus International Limited respectively.
3. Maximus Lubricants LLC is a subsidiary of Maximus Global FZE and Quantum Lubricants (E.A.) Limited is a Wholly owned subsidiary of MX Africa Limited.

4. Part B of the Annexure is not applicable as there are no Associate Companies / Joint ventures of the Company as on 31st March, 2026.

For and on behalf of the Board of Directors
For Optimus Finance Limited

For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)

ANNEXURE-2

CORPORATE GOVERNANCE REPORT:

The Company is committed to maintaining the highest standards of Corporate Governance and firmly believes that good governance is fundamental to enhancing stakeholder value and achieving sustainable business growth. The Company's governance framework is built on the principles of integrity, transparency, accountability, fairness, ethical conduct, and compliance with applicable laws and regulations.

The Board considers Corporate Governance to be an evolving and continuous process. The Company strengthens its governance practices in line with emerging regulatory requirements and globally accepted governance standards to ensure sustainable value creation and promote long-term business excellence.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), below are the corporate governance policies and practices of Optimus Finance Limited (the 'Company').

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations and Reserve Bank of India's ('RBI') Regulations for Non-Banking Financial Companies (the 'RBI Regulations'), as applicable to the Company. The Company's corporate governance practices and disclosures go well beyond complying with the statutory and regulatory requirements.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company believes in good corporate governance, the essential elements of which are fairness, transparency, accountability and responsibility. The Company has initiated significant measures for compliance with corporate governance. Your Company believes that adherence to good corporate practice leads to transparency in its operations and improvement in the quality of its relationship with all its stakeholders. The Company's policy and practices are aimed at efficient conduct of business and effectively meeting its obligation to its stakeholders.

Good corporate governance practices enhances long term shareholders value by assisting the top management in taking sound business decisions and prudent financial management and achieving transparency and professionalism in all decisions and activities of the Company.

2. BOARD OF DIRECTORS:

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of Company as trustees of the shareholders.

(a) Composition:

The Company strives to attain a balanced Board with an optimum combination of Executive and Non-Executive Directors including independent professionals who provide independent judgment on issues of strategy and performance. The Company's Board of Directors currently comprises four (4) Directors, three (3) of whom are Non-Executive Independent Directors and one (1) Executive Director i.e. Whole-Time Director. The Non-Executive Directors are eminent professionals with vast experience of industry, finance and law. The Board is headed by an Executive Chairman.

None of the Directors on the Company's Board are members of more than 10 (ten) committees or chairperson of more than 5 (five) committees (being Audit Committee and Stakeholder's Relationship Committee) across all the companies in which they are Directors. All Directors have made necessary disclosures regarding committee positions held by them in other companies and do not hold directorships in more than 20 (twenty) companies or 10 (ten) public companies, whether listed or not. None of the Directors of the Company hold the position of Independent Director in more than 7

(seven) listed companies. Necessary disclosures regarding directorship positions in other Companies as on 31st March, 2026 have been made by the Directors.

All the Directors take an active part in Board and Committee meetings, adding value to the decision-making process.

Composition of the Board as on 31st March, 2026:

Sr. No.	Name of Directors	Director Identification Number (DIN)	Designation	Category
1	Mr. Dipak Raval	01292764	Chairman & Whole- Time Director	Executive Director
2	Mr. Vinay Pandya	08368828	Director	Non-Executive Independent Director
3	Ms. Divya Zalani	09429881	Director	Non-Executive Independent Director
4	Mr. Rahil Thaker[1]	07907715	Director	Non-Executive Independent Director

Notes:

1. Mr. Rahil Thaker (DIN:07907715) has been resigned from the position of Non-Executive Independent Director of the company with effect from 6th July, 2026 due to personal and unavoidable circumstances and he further confirms that there are no other material reasons for resignation other than those provided.

2. Based on the recommendation of the Nomination and Remuneration Committee, the Board approved re-appointment of Mr. Dipak Raval as a Whole Time Director, liable to retire by rotation for a further term of 5 (five) years with effect from 10th August 2026 to 9th August 2031 including continuation in office beyond his age of 70 (Seventy) years subject to approval by the members of the Company by means of a special resolution at ensuing Annual General Meeting.

3. Based on the recommendation of Nomination and Remuneration Committee, Board approved the re-appointment of Ms. Divya Zalani (DIN: 09429881) Non-Executive Independent Director for second term of five years with effect from 31st December, 2026 to 30th December, 2031 subject to the approval of the Members of the Company at ensuing Annual General Meeting

4. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board approved the appointment of Mr. Ramesh Kheradia (DIN:11804859) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 26th August, 2026. Subsequently, appointment of Mr. Ramesh Kheradia as Non-Executive Independent Director of the 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 including (both days inclusive), not liable to retire by rotation, subject to the approval of the Members of the Company at ensuing Annual General Meeting

(b) Number of Board Meetings held & Dates:

Details of the Board Meeting held during the Financial Year 2025-26:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	28.04.2025	4	4
2	30.05.2025	4	4
3	13.08.2025	4	4
4	13.11.2025	4	4
5	12.02.2026	4	4

(c) Details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting:

Name of the Director	Designation	Board Meetings					AGM
		28.04. 2025	30.05. 2025	13.8. 2025	13.11. 2025	12.02. 2026	30.09. 2025
Mr. Dipak Raval	Whole Time Director	Y	Y	Y	Y	Y	Y
Mr. Vinay Pandya	Non-Executive Independent Director	Y	Y	Y	Y	Y	Y
Ms. Divya Zalani	Non-Executive Independent Director	Y	Y	Y	Y	Y	Y
Mr. Rahil Thaker	Non-Executive Independent Director	Y	Y	Y	Y	Y	Y

Y- Attended, A - Absent, N.A. - Not Applicable.

(d) Name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other Public Limited Companies are given herein below:

Name of the Directors	Number of Directorships in other Public Companies[1]	Number of Committees Positions in other Public Companies[2]		Directorship in other listed (Category of Directorship)
		Member	Chairperson	
Mr. Dipak Raval	1	2	-	Maximus International Limited (Managing Director)
Mr. Vinay Pandya	1	2	-	Maximus International Limited (Non-Executive Independent Director)
Ms. Divya Zalani	1	2	2	Maximus International Limited (Non-Executive Independent Director)
Mr. Rahil Thaker[3]	1	1	-	Maximus International Limited (Non-Executive Independent Director)
Mr. Ramesh Kheradia[4]	1	1	-	Maximus International Limited (Non-Executive Independent Director)

Notes:

1. Number of Directorships do not include Directorships of Private Limited Companies, Unlisted Public Companies, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013,
2. Only Audit Committee & Stakeholder's Relationship Committee have been considered.
3. Mr. Rahil Thaker ceased to be Non-Executive Independent director of the Company w.e.f. 6th July, 2026.
4. Mr. Ramesh Kheradia was appointed by the Board at its meeting held on 26th August,2026 as an Additional Director in the category Non-Executive Independent Director of the Company and as a member of the Committee.

(e) Disclosure of relationships between directors inter-se:

None of the Directors of the Company are related to each other.

(f) Number of Shares and Convertible Instruments held by Non-Executive Directors:

The Company does not have any convertible instruments and none of the Non-Executive Directors hold any shares of the Company.

(g) Matrix setting out the skills/expertise/competence of the Board of Directors:
The following is the list of core skills/expertise/competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner:

Name of Director	Skills/expertise/competencies
Mr. Dipak Raval	Finance, Law, Management, Administration, Leadership, Corporate Governance & Business Strategy
Mr. Vinay Pandya	Law and Compliance.
Ms. Divya Zalani	Direct Taxation, Indirect Taxation, Audit and Assurance, Financial Management, Advisory Services, Secretarial Services, Bookkeeping Services.
Mr. Rahil Thaker[1]	Performance evaluation, Records management, Onboarding, Training programs, Payroll coordination, Benefit administration, Work force improvements and recruitment strategies.
Mr.Ramesh Kheradia[2]	Corporate Laws, Secretarial Compliances, SEBI & FEMA Regulations, Regulatory Advisory.

1. Mr. Rahil Thaker ceased to be Non-Executive Independent director of the Company w.e.f. 6th July, 2026

2. Mr. Ramesh Kheradia was appointed by the Board at its meeting held on 26th August,2026 as an Additional Director in the category Non-Executive Independent Director of the Company and as a member of the Committee

(h) Board Procedure:
The annual tentative calendar of Board Meetings is circulated to the members of the Board, well in advance. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board members to take informed decisions.

The Company Secretary tracks and monitors Board and Committee proceedings to ensure that the Terms of Reference are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked. The Terms of Reference are amended and updated from time to time in order to keep the functions and role of the Board and Committees at par with the changing statutes. Meeting effectiveness is ensured through clear agenda, circulation of material in advance, detailed presentations at the meetings and tracking of action taken reports at every meeting.

The Board plays a critical role in the strategic development of the Company Mr. Dipak Raval, Chairman & Whole Time Director apprises the Board of the overall performance of the Company every quarter including the performance of the Subsidiary and overseas Step-Down Subsidiaries.

The Board periodically reviews the strategy, annual business plan, business performance of the Company and its Subsidiary and Step-Down Subsidiaries. The Board also reviews the Compliance Reports of the laws applicable to the Company, Internal Financial Controls and Financial Reporting Systems, Minutes of the Meeting of the Subsidiary Companies, adoption of Quarterly and Annual Results and Minutes of Committees of the Board.

The Board also reviews the declarations made by Mr. Dipak Raval, Chairman & Whole Time Director of the Company regarding compliance with all applicable laws and reviews the related compliance reports, on a quarterly basis.

The information required under Part A of Schedule II to the SEBI Listing Regulations is also made available to the Board, wherever applicable, for their consideration.

(i) Code of Conduct:

The Board of Directors of the Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. The Board Members and the Senior Management Personnel have affirmed compliance with the code for the year 2025-26. The said Code of Conduct has been posted on the website of the Company at the web link: www.optimusfinance.in

A declaration to this effect is annexed and forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Act as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its Promoters or Directors, its Senior Management, or its Subsidiaries.

The Senior Management of the Company has made disclosures to the Board confirming that there is no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices:

In order to regulate trading in securities of the Company by the Designated Persons, your Company has adopted a Code of Conduct for Prohibition and Prevention of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('The Code') in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time which, inter alia, regulates, monitor and report trading by Designated Persons and prohibits the trading in shares by an 'insider' when in possession of Unpublished Price Sensitive Information. The Code prevents misuse of Unpublished Price Sensitive Information, and it also lays down guidelines and procedures to be followed and disclosures to be made while dealing with Equity Shares of the Company and obtaining pre-clearance for trading in securities of your Company by the Designated Persons.

All the Directors and Senior Management have affirmed compliance with the Code of Conduct / Ethics as approved and adopted by the Board of Directors. The policy is available on our website at the web link: www.optimusfinance.in

Besides, as per the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time the Board of Directors of the organization required to handle Unpublished Price Sensitive Information shall ensure that a Structured Digital Database is maintained containing the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and with whom the information is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. With regard to the same, the Company has initiated the maintenance of the Structured Digital Database (SDD) module internally and the necessary quarterly SDD Compliance Certificates and disclosures were intimated to the Stock Exchange within the prescribed timelines.

(j) Independent Directors:

The Company has complied with the definition of Independence as per section 149 read with the provisions of Schedule IV of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Independent Directors of the Company have been appointed in terms of the requirements of the Act and the SEBI Listing Regulations.

The Company has received a declaration from the Independent Directors in accordance with the Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Board is of the opinion that the Independent Directors fulfil the conditions specified in the Act and the SEBI Listing Regulations and that they are independent of the management.

Further, pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended, the Independent Directors have also furnished a declaration to the effect that they have included their names in the Database maintained by the Indian Institute of Corporate Affairs.

Mr. Rahil Thaker (DIN:07907715) has been resigned from the position of Non-Executive Independent Director of the company due to personal and unavoidable circumstances and he further confirms that there are no other material reasons for resignation other than those provided.

(i) Separate Meeting of the Independent Directors:

During the year under review, the Independent Directors met on 13th November 2025, without the attendance of Non-Independent Directors and members of the Management for:

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

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

(ii) Familiarization Programme for Independent Directors:

On an ongoing basis, the Company endeavors to keep the Board including Independent Directors abreast with matters relating to the industry in which the Company operates, its business model, risk metrics, mitigation and management, changes in regulatory landscape and preparedness of the Company, governing regulations, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company and group, etc. These include an orientation programme upon the induction of a new Director as well as other initiatives to update the Directors on an ongoing basis.

The Board is also regularly apprised on the major developments in the Company between two meetings. The independent directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Further, the Company also makes periodic presentations at the meetings of the Board of Directors on various aspects of the Company's operations including on Health and Safety, Sustainability, Business Strategy and Internal Control.

The details of the Familiarization Programme for Independent Directors are disclosed on the Company's website at the web link: www.optimusfinance.in

(iii) Maximum tenure of Independent Directors:

In terms of the Act, Independent Directors shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment upon passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The tenure of the Independent Directors is in accordance with the provisions of the Act.

(iv) Formal letter of appointment to Independent Directors:

The Company has issued a formal letter of appointment/re-appointment to Independent Directors in the manner provided in the Act. As per Regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment/re-appointment of Independent Directors are placed on the Company's website and can be accessed at www.optimusfinance.in

3. COMMITTEES OF THE BOARD:

Pursuant to Listing Regulations, 2015 and provisions of the Act, the Board of Directors have constituted various Committees of Directors with adequate delegation of powers to properly discharge businesses of the Company.

These Committees are:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder's Relationship Committee

The details of these Committees are as follows:

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") its composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the Listing Regulations. The primary objective of the Audit Committee is to exercise effective control and supervision over financial reporting in order to ensure accurate, timely and proper disclosure of the financials of the company.

(a) Terms of Reference:

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

The terms of reference of the Audit Committee are given below:

1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
b. changes, if any, in accounting policies and practices and reasons for the same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions;
g. modified opinion(s) in the draft audit report.

5) Reviewing with the management, the quarterly financial statements before submission to the board for approval;

6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8) Approval or any subsequent modification of transactions of the company with related parties;

9) Scrutiny of inter-corporate loans and investments;

10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11) Evaluation of internal financial controls and risk management systems;

12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14) Discussion with internal auditors of any significant findings and follow up there on;

15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18) To review the functioning of the whistle blower mechanism;

19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

21) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

22) To review management discussion and analysis of financial condition and results of operations;

23) To review management letters / letters of internal control weaknesses issued by the statutory auditors;

24) To review internal audit reports relating to internal control weaknesses;

25) To review the appointment, removal and terms of remuneration of the head of the internal auditor;

26) To review statement of deviations of quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;

27) To review statement of deviations of annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations;

28) To examine financial statement and the auditor's report thereon;

29) Undertake such other functions as may be entrusted to it by the Board or prescribed under applicable statutory / regulatory requirements from time to time.

Detailed terms of reference of the Committee can be accessed at www.optimusfinance.in

(b) The Composition of the Audit Committee as at 31st March, 2026 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March, 2026 the Audit Committee consisted of 4 (four) Directors. Ms. Divya Zalani being the Chairperson of the Audit Committee. The Company Secretary acts as a Secretary to the Audit Committee.

Name of Members	Category	Designation in the Committee	Attendance at the Audit Committee Meetings held on			
			30.05. 2025	13.08. 2025	13.11. 2025	12.02. 2026
Ms. Divya Zalani	Non-Executive Independent Director	Chairperson	Y	Y	Y	Y
Mr. Dipak Raval	Executive Director	Member	Y	Y	Y	Y
Mr. Vinay Pandya	Non-Executive Independent Director	Member	Y	Y	Y	Y
Mr. Rahil Thaker*	Non-Executive Independent Director	Member	Y	Y	Y	Y

Y- Attended, A - Absent, N.A. - Not Applicable.

* Mr. Rahil Thaker ceased to be Non-Executive Independent director of the Company w.e.f. 6th July, 2026 and consequently, as a member of the Committee.
Mr. Ramesh Kheradia wasd appointed as a member of the Committee w.e.f. 26th August, 2026

During FY 2025-26, the Board had accepted all recommendations of the Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee constituted pursuant to the provisions of Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

(a) Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are as follows:
1) To formulate the criteria determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may;

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

3) To formulation of criteria for evaluation of performance of independent directors and the board of directors;

4) To devising a policy on diversity of board of directors;

5) To identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

6) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7) To recommend to the board, all remuneration, in whatever form, payable to senior management;

8) Any other terms of reference as laid down under Section 178 and other applicable provisions of the Act and Listing Regulations, as well as any other applicable legislation that may be in force or modified/implemented from time to time.

(b) The Composition of the Nomination and Remuneration Committee as at 31st March, 2026 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March 2026, the Nomination and Remuneration Committee consisted of 3 (Three) Directors, all of whom are Non-Executive Directors. Ms. Divya Zalani being the Chairperson of the Nomination and Remuneration Committee.

Name of Director	Category	Designation in Committee	Attendance at the Nomination and Remuneration Committee Meetings held on	
			28.04.2025	13.08.2025
Ms. Divya Zalani	Non-Executive Independent Director	Chairperson	Y	Y
Mr. Vinay Pandya	Non-Executive Independent Director	Member	Y	Y
Mr. Rahil Thaker*	Non-Executive Independent Director	Member	Y	Y

Y- Attended, A - Absent, N.A. - Not Applicable.

* Mr. Rahil Thaker ceased to be Non-Executive Independent director of the Company w.e.f. 6th July, 2026 and consequently, as a member of the Committee.
Mr. Ramesh Kheradia wasd appointed as a member of the Committee w.e.f. 26th August, 2026

(c) Performance Evaluation:

Pursuant to the provisions of the Act and Part D(A) of the Schedule II (Regulation 19(4) of SEBI Listing Regulations), the Board has carried out the annual performance evaluation of Board, the Directors including Independent Directors, individually as well as the evaluation of the working of its committees. A structured questionnaire was prepared, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

(d) Nomination and Remuneration Policy:

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under:

A. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;

B. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

C. Remuneration to Directors, Key Managerial Personnel and Senior Management takes into consideration the performance of the Company and certain parameters, such as condition of the industry, achievement of budgeted targets, growth & diversification, remuneration in other companies of comparable size and complexity, performance of the directors at meetings of the Board and of the Board Committees etc.

The Company's Nomination and Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management Personnel is also accessible on Company's website: www.optimusfinance.in

The Company does not have any Employee Stock Option Scheme.

Detailed terms of reference of the Committee can be accessed at www.optimusfinance.in

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Act.

(a) Terms of Reference:

The Committee addresses all grievances of Shareholders/Investors and its terms of reference include the following:

1) To resolve the grievances of the security holders of the company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2) To review of measures taken for effective exercise of voting rights by shareholders;

3) To review of adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;

4) To review various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

5) To resolve grievance of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants; and

6) To undertake or perform such other role as required by law or as may be directed by the Board, from time to time.

Detailed terms of reference of the Committee can be accessed at www.optimusfinance.in

(b) The Composition of the Stakeholders Relationship Committee as at 31st March, 2026 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March 2026, the Stakeholders Relationship Committee comprised of 3 (Three) Directors. Ms. Divya Zalani being the Chairperson of the Stakeholders Relationship Committee.

Name of Director	Category	Designation in Committee	Attendance at the Stakeholders Relationship Committee Meetings held on	
			30.05.2025	13.11.2025
Ms. Divya Zalani	Independent, Non-Executive	Chairperson	Y	Y
Mr. Dipak Raval	Executive Director	Member	Y	Y
Mr. Vinay Pandya	Independent, Non-Executive	Member	Y	Y

Y- Attended, A - Absent, N.A. - Not Applicable.
The Company Secretary of the Company shall act as the Secretary to the Committee.

(c) Details of Compliance Officer:

Name	Ms. Vruti Surti (w.e.f. 28th April, 2025)
Designation	Company Secretary and Compliance Officer
Address	301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, India-391101
Tel No.	+91 – 265 – 232 5321
Email Id	info@optimusfinance.in

(d) Shareholder and Investor Complaints received and redressed during the Financial Year 2025-26:

The details of complaints received/solved/pending during the Financial Year 2025-26 are as under:

No. of Shareholder's Complaints received during the Financial Year 2025-26	0
No. of Complaints solved to the satisfaction of shareholder	0
No. of Complaints not solved to the satisfaction of shareholder	N.A
No. of pending complaints	NIL

4. SENIOR MANAGEMENT:

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, has identified group of Senior Management Personnel(s), in accordance with Regulation 16(1)(d) of the SEBI Listing Regulations.

Details of Senior Management Personnel(s) as on 31st March, 2026 pursuant to provisions of Schedule V(C)(5B) of the SEBI Listing Regulations are as follows:

Sr. No.	Name of Senior Management Personnel(s)	Designation
1.	Mr. Milind Joshi	Chief Financial Officer
2.	Ms. Vruti Surti*	Company Secretary & Compliance Officer

* Appointed as Company Secretary & Compliance Officer of the Company w.e.f 28th April, 2025.

There were no other changes except as stated above in Senior Management since the close of the previous Financial Year.

5. REMUNERATION OF DIRECTORS:

(a) Pecuniary relationship/transaction with Non-Executive Directors:

During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Directors apart from sitting fees.

(b) Criteria of making payments to Non-Executive Directors:

Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

The criteria of making payments to Non–Executive Directors is placed on the Company's website and can be accessed at www.optimusfinance.in

(c) Non-Executive Director's Compensation and disclosures:

The Non-Executive Directors are paid Sitting fees Rs. 3,000/- for attending every meeting of the Board of Directors.

(d) Remuneration to Executive Directors:

The Company pays remuneration to its Whole Time Director by way of salary and allowances as per the Company's rules. The salaries and other perquisites are approved by the Board of Directors on recommendations of the Nomination and

Remuneration Committee and the salary is paid within the overall limits approved by the members of the Company. The Board, on the recommendations of the Nomination and Remuneration Committee approves the annual increment.

(e) Stock options:

The Company has not granted Stock Option to any of its Directors.

6. GENERAL BODY MEETINGS:

(a) Annual General Meeting (AGM):

Details of the last 3 (three) Annual General Meetings are given below:

Financial Year	Date & Time	Venue	Details of Special Resolution
2024-25	30th September 2025 at 04.00 P.M.	Through Video Conferencing ("VC")	1. Approval for Material Related Party Transaction(s) for Financial Year 2026-27 2. Authorization to Sell, Lease or Otherwise Dispose of an Undertaking of Company 3. Increasing Borrowing Limits of the Board of Directors of the Company 4. To approve conversion of prospective Loans into Equity Shares.
2023-24	30th September 2024 at 04.00 P.M.	Through Video Conferencing ("VC")	1. Increase in Remuneration of Mr. Dipak Raval, Whole Time Director (DIN: 01292764) 2. Approval for Material Related Party Transaction(s) for Financial Year 2025-26
2022-23	30th September 2023 at 04.30 P.M.	Through Video Conferencing ("VC")	1. Re-appointment of Mr. Deepak Raval (DIN: 01292764) as a Whole Time Director of the Company. 2. Re-appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director for the second term. 3. Approval for Material Related Party Transaction(s) for Financial Year 2024-25.

(b) Extraordinary General Meeting (EGM):

No Extraordinary General Meeting of the shareholders of the Company was held during the year under review.

(c) Whether any special resolution passed last year through postal ballot – details of voting pattern:

During the financial year under review, no Special Resolution was passed by way of Postal Ballot.

(d) Person who conducted the postal ballot exercise:

During the financial year under review, there is no Special Resolution was passed by way of Postal Ballot.

(e) Whether any special resolution is proposed to be conducted through postal ballot:

At present there is no proposal to pass any special resolution through postal ballot.

(f) Procedure for postal ballot:

Does not arise.

7. MEANS OF COMMUNICATION:

Annual Reports, notice of the meetings and other communications to the members are sent through e-mail, post or courier as the case may be.

The circulars on conduct of General Meeting by VC/OAVM exempt companies from the requirement of sending hard copies of Annual Reports to members. Hence, the Annual Report of the Company for the Financial Year 2025-26 is being sent only through electronic mode to the members whose email addresses are registered with the Company/Depositories. If any member wishes to get a printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

In accordance with Regulation 46 of the Listing Regulations, 2015, the Company has maintained a functional website i.e. www.optimusfinance.in containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance norms, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

(a) Quarterly Results:

As a part of compliance with Regulation 10, 33 and 47 of the SEBI Listing Regulations, the Company furnishes its Quarterly and Annual Financial Results to the Stock Exchange where its shares have been listed, followed by publication in the newspapers in accordance with the said Regulations.

(b) Newspapers in which the results were published:

Quarter Ended	Date of Publication	Name of the newspapers carrying the publication
June 30, 2025.	14th August 2025.	Business Standard (English Language) and Loksatta Jansatta (Gujarati–Vernacular Language).
September 30, 2025.	14th November 2025.	
December 31, 2025.	13th February 2026.	
March 31, 2026.	30th May 2026.	Free Press Gujarat(English Language) Lokmitra (Gujarati – Vernacular Language).

(c) Any website, where displayed:

The Financial Results and the Shareholding Pattern of the Company are made available on the Company's website at www.optimusfinance.in and also on the website of BSE as part of corporate filing made by the Company from time to time with the said Stock Exchange.

(d) Press Release:

During the year under review, no press release was issued.

(e) Institutional Investors/Financial Analysts Presentation:

During the year under review, no presentation was made to Institutional Investors/Financial Analysts.

8. GENERAL SHAREHOLDER INFORMATION:

(a) 35th Annual General Meeting (AGM):

Date: Wednesday, 30th September 2026
Time: 04:00 P.M.
Venue: Annual General Meeting through Video Conferencing/Other Audio-Visual Means (VC/OAVM facility) Deemed Venue for Meeting: Registered Office: 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, India-391101.

(b) Financial Year:

1st April to 31st March

Tentative Financial Calendar for Results 2026-27:

First Quarter Results (June 2026)	On or before 14th August, 2026
Second Quarter Results (September 2026)	On or before 14th November, 2026
Third Quarter Results (December 2026)	On or before 14th February, 2027
Fourth Quarter Results and Annual (2026-27)	On or before 30th May, 2027

(c) Dividend Payment date: Not applicable

(d) Listing of Equity Shares on Stock Exchanges:

i. Name & Address of the Stock Exchanges and a confirmation about payment of annual listing fee to each of such stock exchange(s)	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. The Company has paid Listing Fees to BSE Limited, where the equity shares of the Company are listed.
ii. ISIN Number	INE031G01022

(e) Corporate Identity Number (CIN) of the Company: L65910GJ1991PLC015044

(f) Registrar and Share Transfer Agents (RTA):

MUFG Intime India Private Limited
C 101, Embassy 247, L.B.S.Marg, Vikhroli (West),
Mumbai – 400 083
Phone: +91 22 49186270; Fax: +91 22 49186060;
Email: vadodara@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Branch Office:
Geetakunj,1, Bhakti Nagar Society,
Behind Abs Tower,
Old Padra Road,
Vadodara – 390015

Phone: 0265 - 3566 768
Email: vadodara@linkintime.co.in.

(g) Share Transfer System:

Share transfers and related operations for the Company are processed by the Company's RTA viz., MUFG Intime India Private Limited, share transfer is normally affected within the prescribed time from the date of its receipt, if all the required documentation is submitted.

SEBI vide its notification dated 08th June 2018 has notified SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (Listing Regulations) and SEBI (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 (RTA Regulations) and amendment to Regulation 40 of the SEBI Listing Regulations and Clause 5(c) of Schedule III of the RTA Regulations.

These amendments have mandated that the transfer of securities would be carried out only in dematerialized form. Thus, the Company encourages the holding of shares in dematerialized form.
Accordingly, attention of all the shareholders holding shares in physical form is brought to the following:

Information For Physical Shareholders:

With reference to SEBI Circular dated 3rd November 2021 read with SEBI Circulars dated 14th December, 2021, 25th January 2022, 16th March 2023 and 17th November 2023 on Common and Simplified Norms for processing Investor's Service, shareholders holding shares in physical form, to furnish the following documents mandatorily to Company / our Registrar & Share Transfer Agent (RTA) to lodge grievance or avail service request from the RTA and further shall not be eligible for receipt of dividend in physical modes w.e.f. 1st April, 2024.

1) Valid PAN including of all Joint Shareholders duly linked with Aadhaar and KYC details
(Form ISR-1)

2) Bank Account details (Bank Name, Branch, Bank Account No, IFSC Code and MICR code) (Form ISR-1)

3) Address with Pin code, Email id and Mobile Number (Form ISR-1)

4) Specimen Signature (Form ISR-2)

5) Registration of Nominee (Form No. SH-13) or Declaration for opting-out of Nomination (Form ISR- 3).
Details of the above forms are available on the website of the Company as well as website of the Registrar and Share transfer agent of the Company. Intimation to Stock Exchange is timely made pertaining to the issuance of Reminder Letter(s) sent to shareholders.

Special Window for Re-lodgement of Transfer Requests of Physical Shares.

With reference to the SEBI circular dated 2nd July, 2025, a special window was opened for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from 7th July, 2025 till 6th January, 2026.

The member may register on 'SWAYAM', RTA's online Investor Self-Service Portal that empowers holders to effortlessly access information through a dashboard and avail various services in digital mode - SWAYAM Portal - https://swayam.in.mpms.mufg.com/. Also, the member can raise their request directly through service request - https://web.in.mpms.mufg.com/ helpdesk/Service_Request.html

(h) Distribution of shareholding by Size as on 31st March, 2026:

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	%Total of shareholding
1-500	8908	67.8188	989215	1.32
501-1000	2382	18.1348	2199351	2.94
1001 - 2000	861	6.5550	1461662	1.96
2001 - 3000	345	2.6266	926608	1.24

3001 - 4000	136	1.0354	502296	0.67
4001 - 5000	156	1.1877	752110	1.01
5001 - 10000	164	1.2486	1272330	1.70
10001 and above	183	1.3932	66619428	89.16
Total	**13135**	**100.0000**	**74723000**	**100.00**

(i) Category wise Shareholding pattern as on 31st March, 2026:

Category of shareholders	No. of Shares held	% of Share holding
Bodies Corporate (Promoter)	4,02,71,030	53.8938
Body Corporate – Limited Liability Partnership	37,28,771	4.9901
Other Bodies Corporate	55,03,924	7.3658
Hindu Undivided Family	32,44,040	4.3414
Clearing Members	21,26,457	2.8458
Non-Resident Indians	3,67,678	0.4921
Non- Resident Indians (Non Repatriable)	1,16,883	0.1564
Public	1,93,64,217	25.9147
Total	**7,47,23,000**	**100.00**

(j) Dematerialization of shares and liquidity:

Particulars	No. of Shares	Percentage (%)
Physical Segment	23,62,200	3.16
Demat Segment:		
1) CDSL	3,80,30,378	50.90
2) NSDL	3,43,30,422	45.94
Total	**7,47,23,000**	**100**

(k) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity as on 31st March, 2026.

(l) Commodity price risk or Foreign Exchange Risk and Hedging activities:

The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.

(m) Plant Locations:

The Company is NBFC, and it does not have any plant/manufacturing unit.

(n) Address for Correspondence:

Registrar and Share Transfer Agents:
MUFG Intime India Private Limited
C 101, Embassy 247, L.B.S.Marg,
Vikhroli (West), Mumbai – 400 083
Phone: +91 22 49186270;
Fax: +91 22 49186060;
Email: vadodara@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Branch Office:

Geetakunj, 1, Bhakti Nagar Society,
Behind Abs Tower, Old Padra Road,
Vadodara – 390 015.

Phone: 0265 - 3566 768
Email: vadodara@linkintime.co.in

Registered Office:
Optimus Finance Limited
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi,
Vadodara, Gujarat, India-391101

Tel No.: +91 265 – 232 5321;
Email: info@optimusfinance.in
Website: www.optimusfinance.in

(o) List of credit ratings obtained:

Company is not required to obtain credit rating from the Credit Rating Agency during the Financial Year 2025-26.

9. OTHER DISCLOSURES:

(a) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of listed entity at large:

During the Financial Year 2025-26, there was no materially significant Related Party Transaction that may have potential conflict with the interests of the Company at large. Transactions with Related Parties are given in the notes to the Financial Statements.

The Company has policy on Related Party Transactions and the said policy is available on the Company's website at www.optimusfinance.in

(b) Non-compliances, penalties & strictures imposed on the Company related to capital markets during the last three years:

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, RBI and other statutory authorities on all relevant matters. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange, SEBI, RBI or any other statutory authorities for any violation related to capital market/any other related matter or relating to conditions of licensing by the RBI, during the last three years.

(c) Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and 10 of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for Directors and Employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethical policy. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

None of the personnel of the Company has been denied access to the Chairman of the Audit Committee.

The Vigil Mechanism Policy has been posted on the website of the Company at www.optimusfinance.in

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

Mandatory:

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including but not limited to the provisions of Regulations 17 to 27 and 46(2)(b) to (i) of the said Regulations.

Discretionary:

The following non-mandatory requirements as prescribed under Part E of Schedule II of the SEBI Listing Regulations to the extent they have been adopted are mentioned below:

1. The Board:

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

2. Shareholder's Rights:

The quarterly financial performance is published in the newspapers and are also posted on the Company's website.

3. Modified opinion(s) in audit report:

The Company's Financial Statements for the year ended 31st March 2026 do not contain any modified audit opinion.

4. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:

The Chairman of the Board is an Executive Director.

5. Reporting of Internal Auditor:

The Internal Auditor presents its report on quarterly basis directly to the Audit Committee.

(e) Web link where policy for determining 'material' subsidiaries is disclosed:

www.optimusfinance.in

(f) Web link where policy on dealing with related party transactions is disclosed:

www.optimusfinance.in

(g) Disclosure of commodity price risks and commodity hedging activities:

The Company does not deal in commodities and hence the disclosure is not required to be given.

(h) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A).:
The Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

(i) A certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority:
The Company has obtained a Certificate from Mr. Kamal A. Lalani, Practicing Company Secretary, Vadodara, Gujarat to the effect that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

(j) Where the Board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.:

During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by any Committee of the Board on any matter which is mandatorily required.

(k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
Details relating to fees paid to the Statutory Auditors are given in Note No. 22 to the Standalone Financial Statements.

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
The disclosure as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given below:

Number of complaints filed during FY 2025-26	Nil
Number of complaints disposed off during FY 2025-26	NA
Number of complaints pending at the end of FY 2025-26	Nil

(m) Compliance with Indian Accounting Standard:
In the preparation of the Financial Statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.

(n) Disclosure with respect to demat suspense account/ unclaimed suspense account:
Pursuant to Regulation 34(3) and Schedule V Part F of the SEBI Listing Regulations, there are no shares lying in the suspense account as on 31st March, 2026. Further, no pledge has been created over the equity shares held by the promoters.

(o) Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
The disclosure relating to loans and advances as on 31st March, 2026 made by the Company and its subsidiaries to firms/companies in which directors are interested, are set out in the Audited Financial Statements for Financial Year 2025-26.

(p) Details of material subsidiaries as on 31st March, 2026:

Name of Material Subsidiaries	**Maximus International Limited**	**Maximus Global FZE**	**Maximus Lubricants LLC***	**Quantum Lubricants (E.A.) Limited****
Date of Incorporation/ Acquisition	22nd December, 2015	2nd April, 2017	26th February, 2018	1st December, 2019
Place of Incorporation	Vadodara, Gujarat – India	Sharjah – UAE	RAK - UAE	Nairobi - Kenya
Name of Statutory Auditors	M/s. Shah Mehta and Bakshi,	JHS Chartered Accountant L.L.C	JHS Chartered Accountant L.L.C	Moore JVB LLP
Date of appointment of Statutory Auditor	30th September, 2023	19th June, 2024	19th June, 2024	14th March, 2022

* Maximus Lubricants LLC, based in UAE, is a subsidiary of Maximus Global FZE.
** Quantum Lubricants (E.A.) Limited is Wholly Owned Subsidiary of MX Africa limited (WOS of MIL).

10. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED:

NIL

11. EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS HAVE BEEN ADOPTED:

Given in 10(d)

12. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI Listing Regulations.

13. SUBSIDIARY COMPANIES:

The Company has Material Subsidiaries as defined under Regulation 16 of the SEBI Listing Regulations, accordingly, the Corporate Governance requirements applicable with respect to Material Unlisted Subsidiary has been complied with.

The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the Subsidiaries. The Minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company, as applicable, are placed before the Board of Directors of the Company.

The Company has formulated a policy for determining Material Subsidiaries and the Policy is disclosed on the Company's website at: www.optimusfinance.in

14. CEO/CFO CERTIFICATION:

Mr. Dipak Raval, Chairman & Whole-Time Director and Mr. Milind Joshi, Chief Financial Officer have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI Listing Regulations, certifying that the Financial Statements do not contain any materially untrue statement, and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

15. CERTIFICATE ON CORPORATE GOVERNANCE:

A Compliance Certificate from Mr. Kamal A. Lalani, Practicing Company Secretary, Vadodara, Gujarat pursuant to Schedule V of the SEBI Listing Regulations regarding compliance of conditions of Corporate Governance is attached.

DECLARATION AS REQUIRED UNDER SCHEDULE V PART D OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Dipak Raval, Chairman & Whole-Time Director of Optimus Finance Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct of the Company as laid down by the Company for the year ended 31st March, 2026.

Date: 26.08.2026
Place: Vadodara

For Optimus Finance Limited

SD/-
Dipak Raval
Chairman & Whole-Time Director
DIN: 01292764

CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

(Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Optimus Finance Limited
Vadodara

We, Mr. Dipak Raval, "Chairman & Whole Time Director" and Mr. Milind Joshi, "Chief Financial Officer" of Optimus Finance Limited, to the best of our knowledge and belief certify that:

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2026 and:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by Company during the year 31st March 2026 which are fraudulent, illegal or violative of the listed Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the Audit committee
(1) Significant changes in internal control over financial reporting during the year ended on 31st March, 2026;
(2) Significant changes in accounting policies during the year ended on 31st March, 2026 and that the same have been disclosed in the notes to the financial statements; and
(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Optimus Finance Limited

	SD/-	**SD/-**
Date: 26.08.2026	**Dipak Raval**	**Milind Joshi**
Place: Vadodara	**Chairman & Whole-Time Director**	**Chief Financial Officer**
	DIN: 01292764	

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi,
Vadodara-391101, Gujarat.

Dear Sir/Madam,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **OPTIMUS FINANCE LIMITED** bearing CIN: **L65910GJ1991PLC015044** and having its Registered Office at 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101, Gujarat (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority: -

Sr. No.	Name of Directors	DIN	Date of Appointment in Company*	Date of cessation in Company
1.	Mr. Dipak Vrajlal Raval	01292764	10/08/2015	---
2.	Mr. Vinay Shrikrishna Pandya	08368828	20/02/2019	---
3.	Ms. Divya Chirayu Zalani	09429881	31/12/2021	---
4.	Mr. Rahil Thaker	07907715	31/12/2021	06/07/2026

***The date of appointment is as per the MCA Portal.**

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 26.08.2026
Place: Vadodara

For Kamal A. Lalani
Practising Company Secretary

SD/-
Kamal A. Lalani
Proprietor
FCS No. 13814
COP. No 25395
P R. No.: 6618/2025
UDIN: F013814H001238422

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS
(Pursuant to Regulation 34(3) and Schedule V Para E of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi,
Vadodara-391101, Gujarat.

I have examined the compliance of the conditions of Corporate Governance by **OPTIMUS FINANCE LIMITED** ("the Company") CIN: **L65910GJ1991PLC015044** having Registered Office at 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101, Gujarat, for the Financial Year ended on 31st March, 2026, as stipulated in Regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, collectively referred to as "SEBI Listing Regulations, 2015".

In my opinion and to the best of my information and according to the explanations given to us, and representations made by the management, I certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations for the year ended on 31st March, 2026.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to the procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

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

Date: 26.08.2026
Place: Vadodara

For Kamal A. Lalani
Practising Company Secretary

SD/-
Kamal A. Lalani
Proprietor
FCS No. 13814
COP. No 25395
P R. No.: 6618/2025
UDIN: F013814H001238433

ANNEXURE-3

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the Related Party	Maximus International Limited	Maximus International Limited
Nature of relationship	Subsidiary Company	Subsidiary Company
Nature of contracts/ arrangements/ transactions	Sub Lease Agreement	Rent Agreement
Duration of the contracts / arrangements/ transactions	From 01.09.2023 to 31.08.2026 (Till 09.03. 2026)	From 10.03.2026 to 09.03.2029
Salient terms of the contracts or arrangements or transactions including the value, if any	Occupying office space of the Maximus International Limited admeasuring about 200 square feet situated at 504A, Ozone, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003 as Registered Office. Paying Lease Rent of Rs. 13,000/- per month w.e.f. 01.10.2023.	Occupying office space of the Maximus International Limited admeasuring about 500 square feet situated at 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101 as Registered Office. Paying Lease Rent of Rs. 25,000/- per month w.e.f. 10.03.2026.
Justification for entering into such contracts or arrangements or transactions	Being holding-subsidiary relationship, administrative/commercial ease	Being holding-subsidiary relationship, administrative/commercial ease
Date(s) of approval by the Board	14.08.2023	12.02.2026
Amount paid as advances, if any:	Nil	Nil
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A	N.A

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship: Not Applicable
(b) Nature of contracts / arrangements / transactions: Not Applicable
(c) Duration of the contracts / arrangements / transactions: Not Applicable
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
(e) Date(s) of approval by the Board, if any: Not Applicable
(f) Amount paid as advances, if any: Not Applicable

Date: 26.08.2026
Place: Vadodara

For and on behalf of the Board
For Optimus Finance Limited

SD/-
Dipak Raval
Chairman & Whole-Time Director
DIN: 01292764

ANNEXURE: 4

FORM NO. MR-3
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To,
The Members
OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
301-304, Sears II, East Wing,
Gotri - Sevasi Road,Sevasi,
Vadodara -391101.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OPTIMUS FINANCE LIMITED (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company during the audit period covering the **financial year ended on 31st March, 2026,** has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-
I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of: -

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);

(iv) Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);

(v) Rules, regulations, directions and guidelines issued by the Reserve Bank of India as are applicable to the Company;

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **– Not applicable during Audit Period**;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not applicable during Audit Period**;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during Audit Period**;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client -

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable during Audit Period**;

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not applicable during the Audit Period**.

(vii) **Other applicable laws**: Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

I have also examined compliance with the applicable clauses of the following: -

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meeting;

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

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

I further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all the Directors / Committee Members to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.
Majority decisions are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors.
I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines, etc.

I further report that during the audit period, following major event/action having a major bearing on the Company's affairs occurred in pursuance of the above referred Laws, rules, regulations and guidelines, standards etc.

1. On 30th September 2025, at the Annual General Meeting, the members of the Company have approved the following major agenda items by passing the Special Resolution(s):

- Approval for Material Related Party Transaction(s) for Financial Year 2026-27,
- Authorization to Sell, Lease or otherwise dispose of an undertaking of Company,
- Increasing Borrowing Limits of the Board of Directors of the Company,
- To approve conversion of prospective Loans into Equity Shares.

Date: 26.08.2026
Place: Vadodara

For Kamal A. Lalani
Practising Company Secretary

SD/-
Kamal A. Lalani
Proprietor
FCS No. 13814
COP. No 25395
P R. No.: 6618/2025
UDIN: F013814H001238334

This report is to be read with my letter of even date which is annexed as **"Annexure – A"** and forms an integral part of this report.

"Annexure – A"

To,
The Members
OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
301-304, Sears II, East Wing,
Gotri-Sevasi Road, Sevasi,
Vadodara – 391101.

My report of even date is to be read along with this letter: -

1. Maintenance of the secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Date: 26.08.2026
Place: Vadodara

For Kamal A. Lalani
Practising Company Secretary

SD/-
Kamal A. Lalani
Proprietor
FCS No. 13814
COP. No 25395
P R. No.: 6618/2025
UDIN: F013814H001238334

ANNEXURE-5

[Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(i) ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26:

(ii) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary for the Financial Year 2025-26:

(₹ in Lakh)

Name of Directors/KMP	Remuneration of Director/KMP	Ratio of remuneration of each Director/ to Median remuneration of employees	% increase in remuneration during the Financial Year 2025-26
Independent Directors			
Mr. Vinay Pandya*	NIL	N.A.	N.A.
Ms. Divya Zalani*	NIL	N.A.	N.A.
Mr. Rahil Thaker*	NIL	N.A.	N.A.
Whole Time Director			
Mr. Dipak Raval	41.58	10:1	0.00%
Chief Financial Officer			
Mr. Milind Joshi[1]	NIL	N.A	N.A
Company Secretary			
Ms. Vruti Surti	4.13	NA	21%

*Entitled for sitting fees

Notes:

1. Mr. Milind Joshi, Chief Financial Officer (CFO) of the Company who is also acting as CFO of Maximus International Limited i.e Subsidiary Company and is on the payroll of Maximus International Limited.

2. Ms. Vruti Surti is appointed Company Secretary & Compliance Officer of the Company appointed w.e.f. 28th April, 2025. Remuneration figure provided as above is from the date of appointment.

(i) The percentage increase in the median remuneration of employees in the financial year:

Except for Ms. Vruti Surti, Company Secretary of the Company, there has been no increase in remuneration of employees during the year under review.

(ii) The number of permanent employees on the rolls of Company: 02 (two)

(iii) The average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The percentage increase in the salaries of employees other than Managerial Personnel has not considered as except for Ms. Vruti Surti, Company Secretary of the Company, there has been no increase in remuneration of employees during the year under review.

(iv) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid to Directors, Key Managerial Personnel and other employees is as per the remuneration policy of the Company.

Date: 26.08.2026
Place: Vadodara

For and on behalf of the Board
For Optimus Finance Limited

SD/-
Dipak Raval
Chairman & Whole-Time Director
DIN: 01292764

ANNEXURE-6

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Indian economy is growing driven by domestic players across expanding industries and an accelerating finance & service sectors. India is the world's sixth-largest economy in 2026, with a GDP of $4.15 trillion and the fastest-growing major economy at 6.5% growth.

The Government's initiatives, supported by political stability, have yielded positive outcomes, allowing us to effectively engage with various segments of society and business.

GLOBAL ECONOMIC CONDITIONS & OUTLOOK

Global growth in 2026 is projected around 3.0–3.1%, with uneven recovery across regions amid geopolitical tensions, energy market volatility, and technological shifts.

The war in the Middle East and ongoing geopolitical fragmentation are key downside risks, potentially disrupting energy supplies, trade flows, and financial markets. Restoring confidence, predictability, and sustainability remains a key policy priority.

Overall, 2026 is expected to be a year of cautious recovery, with policymakers, businesses, and investors needing to balance growth opportunities against persistent geopolitical and economic risks. ***(Source: IMF)***

Outlook

India's NBFC sector is expected to sustain robust growth in 2026, with AUM crossing ₹50 trillion, driven by retail and secured lending, while profitability and asset quality remain cautiously managed.

Sector Growth and AUM
The overall **NBFC AUM is projected to exceed ₹50 trillion by March 2027**, representing around 18–19% of systemic credit, with retail loans (~60% of NBFC credit) continuing as the fastest-growing segment and expected to surpass ₹40 trillion in CY2026 Secured lending, including housing finance, MSME loans, and retail finance, is increasingly prioritized, while unsecured small-ticket loans remain cautiously managed due to asset quality concerns.

Funding and Capital Structure
NBFCs are increasingly diversifying their funding mix, leveraging **social bonds, alternative investment funds, and offshore lending**, following the 2026 ECB reforms that removed all-in-cost caps and allowed commercial negotiation for non-resident funding. Incremental funding needs for retail NBFCs are estimated at ₹4.1–4.3 trillion (~USD 44–46 billion) in FY27, highlighting the sector's reliance on wholesale and private credit sources. Repo rate cuts since February 2025 have reduced borrowing costs by ~60 bps, improving net interest margins by 30–40 bps QoQ

Profitability and Asset Quality
NBFC ROA declined slightly from 2.6% in FY25 to 2.3% in FY26, reflecting cautious lending and competitive pressures
Digital Transformation and Operational Efficiency
Digital adoption is accelerating, with **mobile app penetration and** Operational efficiency is improving through tighter credit underwriting, cost management, and expansion into MSME and rural markets.

Regulatory and Market Environment
The NBFC sector benefits from **reduced risk weights for bank credit**, GST rate cuts, and supportive monetary policy, which are expected to stimulate credit demand for private capital expenditure and retail consumption . However, uncertainties around tariffs and asset quality in smaller-ticket unsecured loans may keep the sector cautious.
Reported by IMF/WB/Deloitte/Boston Consulting /India Times

NBFC-Present & Future
The present and future of NBFCs in India are characterized by their significant role in driving credit growth, funding small businesse s, and supporting financial inclusion. By 2030, NBFCs are expected to contribute more to India's financial sector profits than many tr aditional banks. They serve millions of customers who banks often miss, such as small shop owners, farmers, students, and househ olds in tier-2 and tier 3 towns. The sector is set for a decade of strong expansion, with NBFCs growing faster than banks and growing faster than the entire financial sector.

NBFCs are also adapting to market conditions through customized product offerings and quick service delivery to diverse and niche s egments. The growing systemic significance of NBFCs is underscored by the vigilant and nuanced regulatory oversight adopted by th e Reserve Bank. The implementation of the ScaleBased Regulation (SBR) framework since October 2022 signifies a shift to a more n uanced, risk-alibrated system that acknowledges the heterogeneity within the NBFC sector.

In 2026, NBFCs are not just complementing banks; they are actively shaping the future by offering agile, innovative, and deeply speci alized financial solutions. The post-
2025 budget landscape further solidifies the position of NBFCs, with a renewed focus on economic growth and infrastructure develo pment.
(Source: PWC/Univest)

Review Of Operations
Your Company's performance during the Financial Year 2025-26 is as follows:

(₹ in Lakh)

Particulars	Standalone basis		Consolidated basis	
	2025-26	**2024-25**	**2025-26**	**2024-25**
Revenue from Operations	129.21	148.72	18,594.13	15,826.79
Total Revenue From Operations	**129.21**	148.72	**18,594.13**	**15,826.79**
Other Income	-----	2.00	376.72	192.60
Total Income	**129.21**	**150.72**	**18,970.85**	**16,019.39**
Finance Cost	2.30	3.18	388.36	315.20
Fees and Commission Expense	-----	-----	-----	-----
Cost of Material Consumed	-----	-----	12,618.72	10,738.54
Purchase Of Stock in trade	-----	-----	2,777.65	2201.24
Purchase Of Shares	-----	-----	-----	-----
Changes in inventories to finished goods, stock in trade and Work-in-progress	-----	-----	(41.76)	(75.29)
Employee benefits expenses	45.71	46.15	837.97	743.72
Depreciation, amortization and impairment	-----	-----	222.30	168.52
Other expenses	19.42	29.76	1,000.39	824.41
Total expenses	**67.43**	**79.10**	**17,803.62**	**14,916.35**
Exceptional items	**-**	**-**	**-**	**-**
Profit /(Loss) before Tax	**61.77**	**71.62**	**1,167.23**	**1103.04**
Less: Tax Expenses				
Current Tax	15.39	18.03	91.12	139.79
Deferred Tax	(0.87)	0.37	100.27	3.16
Income Tax Earlier Years	-----	-----	-----	-----
Excess or short provision of earlier years	-----	-----	-----	-----
Profit after tax for the Period	**47.25**	**53.22**	**975.84**	**960.09**
Total Other Comprehensive income	-----	-----	**571.08**	**129.97**
Total Comprehensive income / (loss) for the Period	**47.25**	**53.22**	**1,546.93**	**1090.06**

Standalone Financial Performance:

Total revenue from operations on a standalone basis for the current year is ₹129.21 Lakhs as against ₹ 148.72 Lakhs in the previous year.

Net profit for the current year is ₹47.25 Lakhs as against the net profit of ₹53.22 Lakhs in the previous year.

Earnings per share stood at ₹0.06 on Face Value of ₹1each.

Consolidated Financial Performance:

Total revenue from operations on a consolidated basis for the current year is ₹18,594.13 Lakhs as against ₹15,826.79 Lakhs in the previous year.

Net Profit for the current year is ₹ 975.84 Lakhs as against ₹ 960.09 Lakhs in the previous year.

Earnings per share stood at ₹ 0.78 on Face Value of ₹1 each.

Opportunities & Threats:

Opportunities

Non-banking finance companies (NBFCs) play a significant role in the financial sector and they have tremendous opportunities in the retail sector.

Non-banking finance companie's higher level of customer orientation, fewer pre and post-sanction requirements, simple and speedy tailor-made services and higher rate of return on small savings have assured them a loyal clientele despite higher costs.

Non-banking finance companies have been instrumental in providing funds and small savings avenues to various sectors. These companies constitute an important link between banks and customers in look out for more services. They have become an accepted and integral part of the Indian financial services in view of their complementary as well as competitive role.

Tremendous opportunities are unfolding for NBFCs in the retail lending business consequent to a cultural change sweeping across the country.

Threats

- NBFCs act as a perfect substitute for banks for facilitating the poor and underprivileged who could not get access to banks. Thus, banks could be termed as competitors.

- The unorganized money lenders have a strong presence in the rural markets. They pose a big threat to the NBFCs in the rural areas.

- The bargaining power of suppliers/depositors is quite high since they have many alternatives at their disposal to invest their money depending on their risk appetite.

- The service offerings by NBFCs are almost the same. Thus, there is a low level of service differentiation.

- Due to the increased rivalry among the NBFCs, there has been use of aggressive selling & intensive marketing strategies by the companies to gain the market share.

Internal Control Systems And Their Adequacy

The Company has an adequate internal control system commensurate with its size and the nature of its business in order to achieve efficiency in operation and optimum utilization of resources. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. Internal audits are conducted in the Company on regular basis.

Risks And Concerns

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts. Our senior management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk can be forecasted to the maximum extent and thus corrective measures can be taken in time.

Human Resources

Human resources are valuable assets for any organization. The employees of the Company have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights. As at 31st March, 2026, the Company had 2 employees. The Company is giving emphasis to upgrade the skills of its human resources and continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees of the Company.

Cautionary Statement

Statement in this Report describing the Companies objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ materially from those either expressed or implied.

INDEPENDENT AUDITOR'S REPORT

To the members of Optimus Finance Limited
Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Optimus Finance Limited** ("the Company"), which comprise the standalone balance sheet as of 31st March 2026, the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of cash flows, standalone statement of changes in equity for the year then ended and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information. (Hereinafter referred to as "Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rule, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined following key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1.	The Company has a substantial exposure in loan given to various parties: The company has given loan in form of corporate deposit of Rs. 1534.84 Lakhs. The above exposure in corporate deposit forms a substantial portion of the net worth of the company. Refer Note no. 5 and 31 of the standalone financial statement.	How the matter was addressed in our audit: • We have evaluated the relevant agreements entered into by the company with the various parties for the corporate deposit given. • We have also evaluated the relevant terms and conditions agreed between the parties. • The purpose for which the loan was given.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to Board's Report, Corporate Governance and shareholder's information but does not include the standalone financial statements and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so;

That Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

• Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including other comprehensive income, standalone changes in equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act,

(e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

(g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act, as amended.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has no pending litigations on its financial position.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. As per information and explanation given to us, there is no amount that required to be transferred to Investor Education and Protection Fund by the Company.

iv. a) The Management has represented, to the best of its knowledge and belief that, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Management has represented, to the best of its knowledge and belief that, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided contain any material misstatement.

v. There is no dividend declared or paid during the year by the Company and hence provisions of section 123 of the companies Act, 2013 are not applicable.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Further, the audit trail has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the previous year.

For Shah Mehta & Bakshi
Chartered Accountants
(Registration No. 103824W)

SD/-
(Prashant Upadhyay)
Partner
M No. 121218
UDIN: 26121218VHWGJP3370
Place: Vadodara
Date: 29-05-2026

Annexure-A to the Independent Auditors' Report

The Annexure-A, referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2026, we report that,

i (a)(A)	The company does not have any property plant and accordingly the reporting under clause no i(a)(A) is not applicable to the company.
i (a)(B)	The company does not have any intangible asset and accordingly the reporting under clause no. i (a)(B) of the order, relating Intangible asset is not applicable to the company;
i (b)	According to the information and the explanation given to us, the company does not have any property plant and equipment and accordingly the reporting under clause no. i(b) of the order is not applicable to the company.
i (c)	According to the information and the explanation given to us, the company does not have any immovable property and accordingly the reporting under clause no. i (c) of the order, relating to the title deeds of the immovable property is not applicable to the company.
i (d)	In our opinion and according to the information and explanations given to us, the company does not have any Property, Plant and Equipment and intangible assets during the year and accordingly the reporting under clause no. i(d) of the order is not applicable to the company.
i (e)	As disclosed in note no. 36 (i) of the standalone financial statement and as verified by us, no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder;
ii (a)	In our opinion and according to the information and the explanation given to us, the company does not hold any physical inventories, hence the reporting under clause ii (a) of the Order is not applicable to the Company;
ii (b)	In our opinion and according to the information and the explanation given to us, the company does not have sanctioned any working capital limit during the year under consideration based on security of current assets, and accordingly the reporting under clause no. ii (b) of the order is not applicable to the company.
iii	a) The Company is a Non-Banking Finance Company, and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable to the Company. b) In respect of the loans and advances granted in nature of loans, the terms & conditions of the loans and advances are not prejudicial to the interest of the company. c) With respect to loans & advances granted in nature of loans, the schedule of repayment of principal and the payment of interest has been stipulated and the same is regular. d) In respect of loans & advances granted in nature of loan, there is no amount overdue for more than 90 days. e) The Company is a Non-Banking Finance Company, and its principal business is to give loans. Accordingly, reporting under clause (iii)(e) of the Order is not applicable to the Company. f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable to the company. Other than that, mentioned above, the company has not provided any guarantee or security or granted any other advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or any other parties.
iv	Based on our verification of the documents provided to us and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
v	In our opinion and according to the information and the explanation given to us, the company has not accepted deposits from the public. However, the provisions of section 73 to 76 are not applicable to the company being registered under section 45-IA of the RBI Act, 1934 i.e., NBFC.
vi	In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records by the company under section 148(1) of the Companies Act, 2013;

vii (a)	In our opinion, the company is generally regular in depositing undisputed statutory dues including Goods and Service tax, income-tax, and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as of March 31, 2026, for a period of six months from the date they became payable, except liability pertaining to Income tax, amounting to Rs. 21.98 Lakhs.
vii (b)	In our opinion and according to the information and explanations given to us, there are no statutory dues of referred in sub-clause (a) that has not been deposited on account of disputes;
viii	In our opinion and according to the information and the explanation provided to us, as disclosed in note no. 36(vii) of the standalone financial statement, there were no transactions which were not recorded in the books of account, that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
ix (a)	In our opinion and according to the information and the explanation provided to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
ix (b)	In our opinion and according to the information and the explanation provided to us, as disclosed in note no. 36 (ix) of the standalone financial statement, the company is not declared as willful defaulter by any bank or financial institution or other lender;
ix (c)	In our opinion and according to the information and the explanation given to us, the term loans were applied for the purpose for which the said were obtained.
ix (d)	In our opinion and according to the information and explanations given to us, and on an overall examination of the standalone financial statements of the Company, funds raised by the Company on short term basis if any have not been utilized for long term purposes.
ix (e)	In our opinion and according to the information and the explanation given to us & on overall examination of the financial statement, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
ix (f)	In our opinion and according to the information and the explanation given to us, the company has not raised loans during the year on the pledge of the securities held in its subsidiaries and accordingly the reporting under clause ix (f) is not applicable to the company.
x (a)	In our opinion and according to the information and the explanation given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and accordingly the reporting under clause no. x(a) of the order is not applicable;
x (b)	According to the information and explanations given to us and on the basis of the books and records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
xi (a)	During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither came across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management;
xi (b)	No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
xi (c)	As represented to us by the management, there are no whistle blower complaints received by the company during the year.
xii	In our opinion and according to the information and the explanation given to us, the Company is not a Nidhi company and accordingly the reporting under clause xii (a) to (c) of the order is not applicable to the Company.

xiii	In our opinion and according to the information and explanation given to us, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards;
xiv (a) & (b)	The Company has an internal audit system commensurate with the size and nature of its business. The internal audit reports of the Company issued till the date of this audit report, for the period under audit have been considered by us, in determining the nature, timing and extent of our audit procedures.
xv	In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and accordingly the compliance under the provisions of section 192 of the Companies Act, 2013 are not applicable;
xvi	(a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934. (b) The Company has not conducted any Non-Banking Financial activity without a valid certificate of Registration from Reserve Bank of India as per Reserve Bank of India Act, 1934. (c) The company is a not Core Investment Company (CIC); accordingly, the reporting under the clause (c) of the order does not applicable to the company.
xvii	The Company has not incurred any cash losses during the current financial year or in the immediately preceding financial year.
xviii	There is no resignation of the statutory auditors during the year and hence the reporting requirement under clause xviii of the order is not applicable to the company.
xix	Based on our examination financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, knowledge of the Board of Directors and management plans, there is no material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities if any falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;
xx(a) & xx(b)	In our opinion and according to the information and the explanation given to us, the provisions of Corporate Social Responsibility (CSR) are not applicable to the company accordingly the reporting under clause xx (a) and (b) of the order is not applicable to the company.

For Shah Mehta & Bakshi
Chartered Accountants
(Registration No. 103824W)

SD/-
(Prashant Upadhyay)
Partner
M No. 121218
UDIN: 26121218VHWGJP3370
Place: Vadodara
Date: 29th May 2026

Annexure-B: Report on the Internal Financial Controls under Clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Optimus Finance Limited** ("the Company") as of 31st of March, 2026 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. 103824W

SD/-
(Prashant Upadhyay)
Partner
Membership No.: 121218
UDIN: 26121218VHWGJP3370
Place: Vadodara
Date: 29-05-2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
STANDALONE BALANCE SHEET AS AT 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Sr. No.	Particulars	Note No.	As on 31st March 2026	As on 31st March 2025
	ASSETS			
(1)	**Financial Assets**			
	(a) Cash and cash equivalents	4	7.34	865.31
	(b) Loans	5	1,534.84	625.81
	(c) Investments	6	652.16	652.16
	(d) Other financial assets		-	-
(2)	**Non-financial Assets**			
	(a) Inventories		-	-
	(b) Current tax assets (Net)	7	13.56	11.30
	(c) Deferred tax assets (Net)	8	1.26	0.39
	(d) Property, plant and equipment		-	-
	(e) Other non-financial assets	9	0.09	1.92
	Total Assets		**2,209.25**	**2,156.88**
	LIABILITIES AND EQUITY			
	LIABILITIES			
(1)	**Financial Liabilities**			
	(a) Payables			
	(i) Trade Payables			
	- Total outstanding dues of micro enterprises and small enterprises	10	0.45	0.37
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		2.12	0.33
	(b) Borrowings (other than debt securities)	11	22.91	21.39
	(c) Other Financial liabilities	12	3.64	3.26
(2)	**Non-Financial Liabilities**			
	(a) Current tax liabilities (Net)	15	25.31	25.14
	(b) Provisions	13	8.60	6.17
	(c) Other non-financial liabilities	14	0.21	1.47
(3)	**EQUITY**			
	(a) Equity share capital	16	747.23	747.23
	(b) Other equity	17	1,398.78	1,351.53
	Total Liabilities and Equity		**2,209.25**	**2,156.88**

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Sr. No.	Particulars	Note No.	For the year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
	Revenue from operations			
(i)	Interest Income	18	129.21	148.72
I	**Total revenue from operations**		**129.21**	**148.72**
II	Other Income	19	**-**	2.00
III	**Total Income**		**129.21**	**150.72**
	Expenses			
	Finance Costs	20	2.30	3.18
	Fees and commission expense		-	-
	Purchase of Shares		-	-
	Changes in Inventories of finished goods, stock-in trade and work-in progress		-	-
	Employee Benefits Expenses	21	45.71	46.15
	Depreciation and amortization expense		-	-
	Others expenses	22	19.42	29.76
IV	**Total Expenses**		**67.43**	**79.10**
V	**Profit / (loss) before exceptional items and tax (III-IV)**		61.77	71.62
VI	Exceptional items		-	-
VII	**Profit before tax**		**61.77**	**71.62**
VIII	**Tax Expenses:**			
	(1) Current Tax	24	15.39	18.03
	(2) Deferred Tax		(0.87)	0.37
	(3) Income tax earlier years		-	-
IX	**Profit for the period**		**47.25**	**53.22**
X	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Other Comprehensive Income		**-**	**-**
	Total Comprehensive Income for the period		**47.25**	**53.22**
	Earnings per equity share			
	Basic and Diluted before Exceptional items (Rs.)	25	0.06	0.07
	Basic and Diluted after Exceptional items (Rs.)		0.06	0.07

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Sr No.	Particulars	For the year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
A	**Cash flow from operating activities**		
	Profit before income tax	**61.77**	**71.62**
	Adjustments for :		
	Finance Cost	2.30	3.18
	(Reversal)/Provision for standard assets	2.27	(2.00)
	Net Adjustments	**4.58**	**1.18**
	Operating profit before working capital changes	**66.35**	**72.80**
	Adjustments for Net (Increase) / Decrease in Operating Assets:-		
	(Increase) / Decrease in loans	(909.03)	800.71
	(Increase) / Decrease in other non financial assets	1.83	(1.92)
	Increase / (Decrease) in trade payables	1.87	0.33
	Increase / (Decrease) in other liabilities & provisions	(0.72)	5.09
	Cash generated from operations	**(839.71)**	**877.00**
	Direct taxes paid	17.49	24.40
	Net cash from operating activities (A)	**(857.20)**	**852.61**
B	**Cash flows from investing activities**		
	(Increase)/ Decrease in loans given	-	-
	(Investment)/Proceeds from Sale of shares in Wholly Owned Subsidiary	-	(1.00)
	Net cash (used) in Investing activities (B)	**-**	**(1.00)**
C	**Cash flow from financing activities :**		
	Borrowings (other than debt securities)	1.53	1.52
	Finance Cost	(2.30)	(3.18)
	Net cash (used) in financing activities (C)	**(0.77)**	**(1.66)**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	**(857.97)**	**849.94**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR AS PER NOTE 4	**865.31**	**15.36**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR AS PER NOTE 4	**7.34**	**865.31**

The accompanying notes are an integral part of financial statements.
Note 1. The statement of cash flow is prepared in accordance with the format prescribed as per Ind AS 7.
Note 2. Figures in the brackets represents cash outflow.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

a. Equity Share Capital:

Balance as at 1st April, 2025	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2025	Changes in equity share capital during the current year	Balance as at 31st March, 2026
747.23	-	747.23	-	747.23

Balance as at 1st April, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2024	Changes in equity share capital during the current year	Balance as at 31st March, 2025
747.23	-	747.23	-	747.23

b. Other Equity:

Particulars	Reserves and Surplus			Total
	Security Premium	Retained earnings	Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934	
Balance as at 1st April, 2025	**1,194.10**	**37.07**	**120.36**	**1,351.53**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April, 2025 (A)	**1,194.10**	**37.07**	**120.36**	**1,351.53**
(Loss)/Profit for the year as per Statement of Profit and Loss	-	47.25	-	47.25
Additions during the year	-	-	-	-
Less :Transaction cost	-	-	-	-
Other Comprehensive Income	-	-	-	-
Transfer to retained earnings of FVOCI equity investments, net of tax	-	-	-	-
Transfer to Statutory Reserve created u/s 45IC of RBI Act	-	(9.45)	9.45	-
Total Comprehensive Income (B)	**-**	**37.80**	**9.45**	**47.25**
Balance as at 31st March, 2026 (A+B)	**1,194.10**	**74.87**	**129.81**	**1,398.78**

Particulars	Reserves and Surplus			Total
	Security Premium	Retained earnings	Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934	
Balance as at 1st April, 2024	**1,194.10**	**(5.51)**	**109.72**	**1,298.30**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April, 2024 (A)	**1,194.10**	**(5.51)**	**109.72**	**1,298.30**
(Loss)/Profit for the year as per Statement of Profit and Loss	-	53.22	-	53.22
Additions during the year	-	-	-	-
Less :Transaction cost	-	-	-	-

Other Comprehensive Income	-	-	-	-
Transfer to retained earnings of FVOCI equity investments, net of tax	-	-	-	-
Transfer to Statutory Reserve created u/s 45IC of RBI Act	-	(10.64)	10.64	-
Total Comprehensive Income (B)	**-**	**42.57**	**10.64**	**53.22**
Balance as at 31st March, 2025 (A+B)	**1,194.10**	**37.07**	**120.36**	**1,351.53**

Nature and purpose of reserves :

i. Securities premium :
Securities Premium is used to recognise the premium received on the issue of shares. It is utilised in accordance with the provisions of the Companies Act 2013.

ii. Retained Earnings :
Retained earnings comprises of accumulated balance of profits/(losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilized or distributed by the Company in accordance with the provisions of the Companies Act, 2013.

iii. Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934 :
As required by section 45-IC of the RBI Act 1934, the company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act,1934. The company has transferred a twenty per cent of net profit in reserve fund As required by section 45-IC of the RBI Act 1934.

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
STANDALONE NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Corporate Information

The Company was incorporated on 11.02.1991 and a Fresh Certificate of Registration was obtained from Reserve Bank of India on 20.05.2004 as Non-Banking Finance Company (Not Accepting Public Deposits).It is at Registrar of Companies, Ahmedabad. The registered address of the Company is 301-304, Sears II, East wing, Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, India – 391101.

At present the company is engaged in Non-Banking Finance activity consisting of Investment in Shares and Securities and other investment and financing activities.

2. Basis of Preparation

i. Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except the following:

• Certain financial assets and liabilities that are measured at fair value;

iii. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency, and all values are rounded to the nearest lakhs, except otherwise indicated.

iv. Composition of Financial Statements

The financial statements are accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

3. Material Accounting Policy Information and Other Explanatory Notes

3.1 Material Accounting Policies

A. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / noncurrent classification of assets and liabilities.

B. Property, Plant and Equipment:
Recognition and measurement:
Property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

Subsequent Expenditure:
Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-Recognition:
An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when the asset is de-recognized.

Depreciation methods, estimated useful lives and residual value:
Depreciation on property, plant and equipment is provided based on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Capital Work-in-Progress:
Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets" and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

C. Impairment of Non-financial assets:
At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis. Moreover, when an impairment loss subsequently reverses, the carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognised in the statement of Profit & Loss immediately.

D. Inventories:
The company is a Non-Banking Financial Company primarily engaged in investing & credit related activities to which the "IND AS 2-Inventories" is not applicable. The same has been valued as per "IND AS 109 - Financial instruments".

E. Financial Instruments:
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:
Initial recognition, classification and measurement:
All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement:
For purposes of subsequent measurement, financial assets are classified in three categories:

- Financials Assets at Amortised Cost:
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through Other Comprehensive Income (FVOCI)
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through Profit or Loss (FVTPL)
Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

Equity Instruments
The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:
- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
(a) the company has transferred substantially all the risks and rewards of the asset, or
(b) the company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Impairment of financial assets:
In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:
a) Financial assets that are measured at amortized cost e.g., loans, deposits, trade receivables and bank balance
b) Trade receivables or any contractual right to receive cash or another financial asset.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Financial Liabilities:
Initial recognition and Measurement:
The Company's financial liabilities include trade and other payables, loans and borrowings. Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

Subsequent measurement:
The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through Profit and Loss
Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

- Financial liabilities measured at Amortised Cost
After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

Loans and borrowings:
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an Integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition:
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Off-setting of financial instruments:
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

F. Provision for standard/ non - performing assets and doubtful debts:
The company provide an allowance for loan receivable in the nature of advance based on the prudential norms issued by the RBI relating to income recognition, asset classification and provisioning for non-performing assets.

G. Cash and cash equivalents:
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

H. Cash Flow:
Cash flows are reported using the Indirect Method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

I. Cash dividend:
The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

J. Foreign Currency Translation:
Initial Recognition:
Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:
Foreign currency monetary items, which are unsettled are reported using the closing rate. Differences arising on settlement or conversion of monetary items are recognised in the statement of profit & loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

K. Revenue Recognition:
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Trading in Shares and Securities
The Revenue from actual delivery-based sales of shares and securities are recognized as actual sale of shares and securities in the stock exchange. In case of intra day sale purchase of shares and securities, which are settled otherwise than actual delivery or transfer, the net difference is only considered in statement of Profit and Losses.

Income on Loan Transactions
Income on loan transactions is accounted for by using the internal rate of return method. Consequently, a constant rate of return on net outstanding amount is accrued over the period of the contract, except that no income is recognized on non - performing assets as per prudential norms for income is recognized on non- performing assets as per the prudential norms for income recognized issued by the RBI for NBFCs. Interest income on such assets is recognized on receipt basis. Upfront / Processing fees collected from the customer for processing loans are primarily towards documentation charges. This is accounted as income when the amount becomes due provided recovery thereof is certain.

Other Interest income:
Other Interest income is accounted on accrual basis.

Dividends:
Dividend income is recognized when the unconditional right to receive the income is established.

L. Other Income:
Other income is accounted for an accrual basis for except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

M. Employee benefits:
All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, allowances, etc are recognised as actual amounts due in period in which the employee renders the related services.

Short-term Employee Benefits:
Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

N. Borrowing costs:
Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

O. Income taxes :
The tax expense comprises of current income tax and deferred tax.

Current income tax:
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:
Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

P. Provisions and Contingent liabilities and contingent assets:
a) Provisions:
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

b) Contingent Liabilities and Contingent assets:
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

Q. Earnings per Share:
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

R. Lease :
Company as a lessee
A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Lease Liability
At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

Right-of-use assets
Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement
Lease Liability
Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

Right-of-use assets
Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Impairment
Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease:
Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

Company as a lessor
Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. The lease income from operating leases is recognised on either a straight-line basis over the lease term or another systematic basis. The lessor shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

S. Segment reporting:
Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, evaluates the Company's performance and allocates the resources based on an analysis of various performance. The analysis of geographical segments is based on the geographical location of the customers wherever required.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:
The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

3.2 Use of Judgments, Estimates And Assumptions:
The preparation of the Company's separate financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions:
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are

described below. The Company based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Determination of the estimated useful life of tangible assets
Useful life of tangible assets is based on the life prescribed in schedule II of the companies act, 2013. In cases, where the useful life are different from that prescribed in schedule II, they are based on technical advice, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.

b. Taxes:
There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

c. Fair value measurement of financial instruments:
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financials instruments.

d. Impairment of financial assets:
The Company assesses impairment based on expected credit losses (ECL) model on trade receivables and other financial assets. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables and other financial assets. The provision matrix is developed based on its historically observed default rates if any, over the expected life of the trade receivable and other financial asset. At every reporting date, the historical observed default rates if any, are updated and changes in the forward-looking estimates are analyzed.

e. Impairment of non-financial assets:
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

f. Other Provisions:
Significant estimates are involved in the determination of provisions. Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated.

3.3 Ministry of Corporate Affairs ("MCA") notifies new amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments: Disclosures and Ind AS 12, International Tax Reform – Pillar Two Model Rules. The company has reviewed the new pronouncements and based on its evaluation given necessary impact (including additional disclosures) as applicable.

OPTIMUS FINANCE LIMITED
NOTES FORMING PART OF BALANCE SHEET

4. Cash and Cash Equivalents

Particulars	As on 31st March,2026	As on 31st March, 2025
Cash on hand	0.18	0.03
Balances with banks		
In current account	7.16	865.28
Total	**7.34**	**865.31**

5. Loans

Particulars	As on 31st March,2026	As on 31st March, 2025
Unsecured		
Inter corporate deposits (Refer note 31)*	1,534.84	625.81
Total	**1,534.84**	**625.81**
In India	1,534.84	625.81
Outside India	-	-

* The above intercorporate deposits includes loan to related parties amounting to Rs. 679.84 lakhs (Previous year - Rs. 230.92 lakhs)

6. Investments

Particulars	As on 31st March, 2026	As on 31st March, 2025
Instrument valued at deemed cost		
Quoted Equity Shares (fully paid up) in Subsidiary Company		
Maximus International Limited (F.Y. 2025-26 : 7,83,32,880 equity shares of Rs. 1 each fully paid up & F.Y. 2024-25 : 7,83,32,880 equity shares of Rs. 1 each fully paid up)	651.16	651.16
Unquoted Equity Shares (fully paid up) in Subsidiary Company		
Maximus Infraventures Limited (F.Y 2025-26 : 10,000 equity shares of Rs. 10 each fully paid up & F.Y. 2024-25 : 10,000 equity shares of Rs. 10 each fully paid up)	1.00	1.00
Total	**652.16**	**652.16**
Aggregate amount of quoted investments	**651.16**	**651.16**
Aggregate market value of quoted investments	**7,049.96**	**7,903.79**
Aggregate amount of unquoted investments	**1.00**	**1.00**
Aggregate market value of unquoted investments	**1.00**	**1.00**
In India	652.16	652.16
Outside India	-	-

7. Current tax assets (Net)

Particulars	As on 31st March,2026	As on 31st March, 2025
Taxes paid in advance	13.56	11.30
Total	**13.56**	**11.30**

8. Deferred tax Assets (Net)

Particulars	As on 31st March,2026	As on 31st March, 2025
(a) Deferred tax liabilities		
-Related to Other temporary differences	-	0.32
(b) Deferred tax assets		
-Related to Other temporary differences	1.26	0.71
Total	**1.26**	**0.39**

9. Other Non-Financial Asset

Particulars	As on 31st March,2026	As on 31st March, 2025
Advances paid to suppliers	0.09	1.92
Total	**0.09**	**1.92**

10. Trade Payables

Particulars	As on 31st March,2026	As on 31st March, 2025
Total outstanding due to Micro and Small Enterprises (Refer note no 30)	0.45	0.37
Total outstanding due to other than Micro and Small Enterprises	2.12	0.33
Total	**2.57**	**0.70**

Trade Payable Ageing

Particulars	Outstanding for the following periods from due date of Invoice				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
As at 31 March 2026					
(i)MSME	0.45	-	-	-	**0.45**
(ii)Others	2.12	-	-	-	**2.12**
(iii)Disputed dues-MSME	-	-	-	-	**-**
(iv)Disputed dues-Others	-	-	-	-	**-**
As at 31 March 2025					
(i)MSME	0.37	-	-	-	**0.37**
(ii)Others	0.33	-	-	-	**0.33**
(iii)Disputed dues-MSME	-	-	-	-	**-**
(iv)Disputed dues-Others	-	-	-	-	**-**

11. Borrowings (other than debt securities)

Particulars	As on 31st March,2026	As on 31st March, 2025
At Amortized Cost		
Unsecured loan		
Loan from Mangalam Industrial Finance **	22.91	21.39
Total	**22.91**	**21.39**
In India	22.91	21.39

Outside India	-	-

** The above loan is bearing Interest rate of 8.5% and is payable after 1 year from the reporting date.

12. Other Financial Liabilities

Particulars	As on 31st March,2026	As on 31st March, 2025
Payable for Employee Benefits	3.64	3.26
Total	**3.64**	**3.26**

13. Provisions

Particulars	As on 31st March,2026	As on 31st March, 2025
Provision for Employee Benefits		
Bonus payable	1.16	1.25
Other Provisions		
Provisions for Expenses	3.61	3.36
Contingent Provision for Standard Asset (Refer note 29)	3.84	1.56
Total	**8.60**	**6.17**

Details of Contingent Provision for Standard Asset	As on 31st March,2026	As on 31st March, 2025
Opening Balance	1.56	3.57
Current Year	2.27	(2.00)
Closing Balance	3.84	1.56

14. Other Non-Financial Liabilities

Particulars	As on 31st March,2026	As on 31st March, 2025
Statutory Dues Payable	0.21	1.47
Total	**0.21**	**1.47**

15. Current tax Liability

Particulars	As on 31st March,2026	As on 31st March, 2025
Provision for Income Tax	25.31	25.14
Total	**25.31**	**25.14**

16. Share Capital
Authorized Equity Share Capital

Particulars	No. of Shares (Absolute Numbers)	Amount (INR Lakhs)
At 31st March 2024	**75,00,000**	**750.00**
Increase /(decreased) during the year	**6,75,00,000**	**-**
At 31st March 2025	**7,50,00,000**	**750.00**

Increase /(decreased) during the year	-	-
At 31st March 2026	**7,50,00,000**	**750.00**

Issued Equity Share Capital

Particulars	No. of Shares (Absolute Numbers)	Amount (INR Lakhs)
At 31st March 2024	**74,72,300**	**747.23**
Increase of shares during the year on account of split of Shares (Refer Note below)	6,72,50,700	-
At 31st March 2025*	**7,47,23,000**	**747.23**
Increase /(decreased) during the year	-	-
At 31st March 2026	**7,47,23,000**	**747.23**

Terms & Rights attached to each class of shares;
The Company has only one class of equity shares having par value of Rs.1 per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

***Additional information on Split of Stock of Company from par value of Rs. 10 per Share to Rs. 1 per share:**
The Member of the Company vide resolution passed through Postal Ballot on 21st February,2025 had approved the Sub-Division/Split of the Equity Shares of face value of Rs. 10/- each into Equity shares of face value of Rs. 1/- each. The company had fixed 21st March, 2025 as the record date for the purpose of Sub-Division/Split of Equity Shares.

Shares held by shareholders each holding more than 5% of the shares

Particulars	Number of Shares	
	As on 31st March,2026	As on 31st March, 2025
Equity shares with voting rights		
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	4,02,71,030
Percentage %	53.89%	53.89%

Shareholding of Promoters as on 31st March,2026

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares	% of total shares	
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	53.89%	-

Shareholding of Promoters as on 31st March,2025

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares	% of total shares	
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	53.89%	-

17. Other Equity

Particulars	As on 31st March,2026	As on 31st March, 2025
Securities Premium	1,194.10	1,194.10
Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934	129.81	120.36
Retained Earnings	74.87	37.07
Total	**1,398.78**	**1,351.53**

Particulars	As on 31st March,2026	As on 31st March, 2025
Securities Premium		
Opening Balance	1,194.10	1,194.10
Additions during the year	-	-
Less: Transaction cost	-	-
Closing Balance	**1,194.10**	**1,194.10**
Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934		
Opening Balance	120.36	109.72
Add: Transfer during the year	9.45	10.64
Closing Balance	**129.81**	**120.36**
Retained Earnings		
Opening Balance	37.07	(5.51)
Add: Profit for the year as per Statement of Profit and Loss	47.25	53.22
Less: Transfer to Statutory Reserve created u/s 45IC (1) of RBI Act, 1934	(9.45)	(10.64)
Closing Balance	**74.87**	**37.07**

18. Interest Income

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
At Amortized Cost		
Interest on intercompany loans	129.21	148.72
Total	**129.21**	**148.72**

19. Other Income

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
Other Income	-	2.00
Total	**-**	**2.00**

20. Finance Cost

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
At Amortized Cost		
Interest on borrowings	1.69	1.69
Other Interest Expense	0.59	1.47
Other Borrowing Cost	0.02	0.02
Total	**2.30**	**3.18**

21. Employee Benefits Expenses

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
Salaries, Wages and Bonus	45.71	46.15
Total	**45.71**	**46.15**

22. Other Expenses

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
Advertisement expenses	0.75	0.94
Brokerage & Commission Expenses	-	6.50
Director Sitting Fees	0.45	0.54
Payment to Auditors (Refer below note)	1.66	1.44
Legal and Professional charges	11.97	17.27
Standard Provision on loan	2.27	-
Rent (Refer note 27)	1.68	1.56
Miscellaneous expenses	0.64	1.51
Total	**19.42**	**29.76**

Note: Payment to Auditors

Particulars	For the Year Ended on 31st March, 2026	For the Year Ended on 31st March, 2025
For Statutory Audit including Limited review audit fees	1.31	1.26
For Certification Charges & Other Services	0.35	0.18
Total	**1.66**	**1.44**

23. Contingent Liabilities and Capital Commitments

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
(a) Contingent Liabilities:	-	-
(b) Capital Commitments	-	-
(c) Claims against the company not acknowledged as debts:	-	-
Total	**-**	**-**

24. Taxes Reconciliation

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
(a) Income tax expense		
Current Tax		
Current Tax Expense	15.39	18.03
	15.39	**18.03**
Deferred tax		

Decrease / (increase) in deferred tax assets	(0.55)	0.37
(Decrease) / increase in deferred tax liabilities	(0.32)	-
Total Deferred tax expenses (Income)	**(0.87)**	**0.37**
Total Income Tax Expense	**14.52**	**18.40**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

Particulars	**Year Ended 31st March, 2026**	**Year Ended 31st March, 2025**
Profit before income tax expense	61.77	71.62
Tax at the Indian tax rate of 25.17%	**15.55**	**18.03**
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Non-deductible tax expenses (Disallowances u/s 14A, 43B, Capital Expenditure etc.)	(0.16)	-
Others	(0.87)	0.37
Income Tax Expense	**14.52**	**18.40**

(c) Current tax (liabilities)/assets

Particulars	**Year Ended 31st March, 2026**	**Year Ended 31st March, 2025**
Opening balance	(13.84)	(20.21)
Income tax paid	17.48	24.40
Current income tax payable for the period / year	(15.39)	(18.03)
Written back of income tax provision of earlier years	0.00	0.00
Net current income tax asset/ (liability) at the end	**(11.75)**	**(13.84)**
Current income Tax assets at the End	**13.56**	**11.30**
Current income Tax liability at the End	**25.31**	**25.14**

25. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Basic and Diluted (Rs.)
Profit attributable to Equity holders of the Company

Particulars	**Year Ended 31st March, 2026**	**Year Ended 31st March, 2025**
Profit after Tax available for equity shareholders (Rs. In Lakhs)	**47.25**	**53.22**
Total Nos of Weighted Average Equity shares outstanding during the year	7,47,23,000	7,47,23,000
Par value per share (Rs.)	1.00	1.00
Basic/Diluted earnings per share	**0.06**	**0.07**

The Members of the Company vide resolution passed through Postal Ballot on 21st February, 2025 had approved the Sub-Division / Split of the Equity Shares of face value of Rs. 10/- each into Equity shares of face value of Re. 1/- each. The company had fixed 21st March, 2025 as the record date for the purpose of Sub-Division / Split of Equity Shares.

26. Segment Information

The Segment information is presented under the notes forming part of Consolidated Financial Statements as required under Ind AS -108 on "Operating Segment"

27. Operating Leases

The Company has taken office premise under operating lease. The Lease agreements have no sub leases. These Lease is generally non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements. The lease payment recognized in the statement of profit & loss during the year is Rs. 1.68 lakhs (P.Y. 1.56 lakhs).

28. Related party Disclosures:

A. Names of the related parties and description of relationship

I) List of Related Parties

Name of Related Party	Nature of Relation
Sukruti Infratech Private Limited	Holding Company
Maximus International Limited	Subsidiary Company
Maximus Infra Ventures Limited	Subsidiary Company
Maximus Global FZE	Subsidiary of Maximus International Limited
MX Africa Limited	
Quantum Lubricants (E.A.) Limited	Wholly Owned Subsidiary of MX Africa Limited
Maximus Lubricants LLC	Subsidiary of Maximus Global FZE
Dipak Raval	Whole time director
Milind Joshi	Chief Financial Officer
Krati Gupta	Company secretary (From 18.03.2024 to 15.02.2025)
Vruti Surti	Company secretary w.e.f 28.04.2025
Vinay Pandya	Independent Director
Divya Zalani	Independent Director
Rahil Thaker	Independent Director

B. Particulars of Transactions with Related Parties

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Salary & Bonus to KMP		
-Dipak Raval	41.58	43.07
-Vruti Surti	4.13	-
-Krati Gupta	-	3.38
Interest Income		
-Maximus International Limited	11.57	3.92
-Sukruti Infratech Private Limited	29.44	25.01
-Maximus Infra Ventures Limited	4.22	2.21
Rent Expenses		
- Maximus International Limited	1.68	1.56
Director sitting fees		
- Vinay Pandya	0.15	0.18
-Divya Zalani	0.15	0.18
- Rahil Thaker	0.15	0.18
Loan given during the year		

- Maximus International Limited	244.00	255.25
-Sukruti Infratech Private Limited	621.96	207.40
-Maximus Infra Ventures Limited	4.51	112.50
Loan given and received back during the year		
- Maximus International Limited	171.55	547.60
-Sukruti Infratech Private Limited	169.00	383.15
-Maximus Infra Ventures Limited	81.00	-
Investment in Equity shares		
-Maximus Infra Ventures Limited	-	1.00
Outstanding Balances at the end of the year		
Loan Receivable (including Interest, if any)		
-Maximus International Limited	72.45	-
-Sukruti Infratech Private Limited	571.38	118.42
-Maximus Infra Ventures Limited	36.01	112.50
Investment in Equity shares		
-Maximus International Limited	651.16	651.16
-Maximus Infra Ventures Limited	1.00	1.00
Remuneration Payable (Gross) :		
-Dipak Raval	5.28	4.97
-Vruti Surti	0.57	-

Note 1. Related parties are identified by the management of the company and relied upon by the auditor.

29. Disclosures related to asset classification and provision on assets in terms of Non-Banking Financial Company – (Reserve Bank) Directions.

The Board of Directors after taking into account degree of well-defined credit weaknesses and extent of dependence on collateral security for realization, has classified all its lease, loans and advances and any other forms of credit as standard asset. Accordingly, provision of 0.25% as required has been made on all the above standard assets.

30. Disclosure related to Micro and Small Enterprises

On the basis of confirmation obtained from the suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), details are as below.

Total outstanding dues to micro and small enterprises

Particulars	As on 31st March,2026	As on 31st March, 2025
a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	0.45	0.37
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

31. Disclosure as per section 186 (4) of companies Act,2013

The company has given deposits to following parties and the outstanding balances are as under:

Name of party	As on 31st March,2026	As on 31st March, 2025
To Related Parties	679.84	230.92
To Other than Related Parties	855.00	394.89

The above loan has been given to above entities for meeting their working capital requirements.

32. Schedule to the Balance Sheet of a Non-Deposit taking Non-Banking Financial Company

(as required by Non-Banking Financial Company – Reserve Bank Directions)

	Particulars		
	Liabilities side:	**Amount Outstanding**	**Amount Overdue**
(1)	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**		
	(a) Debentures : Secured	Nil	Nil
	Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	22.91	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (specify nature) - Overdraft against Shares held as stock in trade	Nil	Nil
	Assets side:		**Amount Outstanding**
(2)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:**		
	(a) Secured		Nil
	(b) Unsecured		1,534.84
(3)	**Break up of Leased Assets and stock on hire and other assets counting towards AFC activities:**		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
(4)	**Break-up of Investments:**		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	2. Unquoted :		
	(i) Shares : (a) Equity		
	(b) Preference		Nil

	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
	Long Term investments :	
	1. Quoted :	
	(i) Shares : (a) Equity	651.16
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
	2. Unquoted :	
	(i) Shares : (a) Equity	1.00
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others	Nil

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provisions		
	Secured	**Unsecured**	**Total**
1. Related Parties			
(a) Subsidiaries	Nil	108.46	108.46
(b) Companies in the same group	Nil	571.38	571.38
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	855.00	855.00
Total	**Nil**	**1,534.84**	**1,534.84**

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	7,050.96	652.16
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties	Nil	Nil
Total	**7,050.96**	**652.16**

(7) Other information

	Particulars	Amount
(i)	Gross Non-Performing Assets	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(ii)	Net Non-Performing Assets	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(iii)	Assets acquired in satisfaction of debt	Nil

33. FAIR VALUE MEASUREMENTS

Financial instruments by category

Particulars	As at 31st March, 2026			As at 31st March, 2025		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Cash and Cash Equivalents	-	-	7.34	-	-	865.31
Loan	-	-	1,534.84	-	-	625.81
Investments						
- Equity Instruments (At Cost)	-	-	652.16	-	-	652.16
Other financial assets	-	-	-	-	-	-
Total Financial Assets	**-**	**-**	**2,194.34**	**-**	**-**	**2,143.28**
Financial Liabilities						
Borrowings	-	-	22.91	-	-	21.39
Trade payables	-	-	2.57	-	-	0.70
Other financial liabilities	-	-	3.64	-	-	3.26
Total Financial Liabilities	**-**	**-**	**29.12**	**-**	**-**	**25.35**

(I) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level follows underneath the table.

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2026	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investments at FVTPL		-	-	-	-
Total Financial Assets		-	-	-	-
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2025	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investments at FVTPL		-	-	-	-
Total Financial Assets		-	-	-	-
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.
The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:
- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis.

The carrying amount of trade receivables, cash and cash equivalents, loan, trade payables, borrowings and other financial liabilities are considered to be the same as their fair value, due to their short - term nature.

34. FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.
The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(A) Credit risk
Credit risk is the risk of financial loss to the company if customers or counter party to a financial instruments fails to meet its contractual obligations and arises principally from the company's receivables from the loan extended to the customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants the loans. The Company has a comprehensive framework for monitoring credit quality of its loans primarily based on days past due monitoring at period end. Repayment by loans and customer portfolio is tracked regularly and required steps for recovery are taken through follow-ups and legal recourse.

Financial assets are written off when there are no reasonable expectations of recovery, such as a customer failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

(B) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

The tables herewith analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

Particulars	Less than 1 year	More than 1 year	Total
As at March 31, 2026			
Non-derivatives			
Borrowing	-	22.91	22.91
Trade payables	2.57	-	2.57
Other financial liabilities	3.64	-	3.64
Total Non-derivative liabilities	**6.21**	**22.91**	**29.12**

As at March 31, 2025			
Non-derivatives			
Borrowing	-	21.39	21.39
Trade payables	0.70	-	0.70
Other financial liabilities	3.26	-	3.26
Total Non-derivative liabilities	**3.96**	**21.39**	**25.35**

(C) Market Risk

(i) Price Risk
The company is mainly exposed to the price risk due to its investments in equity instrument. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risk are arises due to uncertainties about the future market values of these investments.

(ii) Management Policy
The company maintains its portfolio in accordance with the framework set by the Risk management Policies. Any new investment or divestment must be approved by the board of directors.

(iii) Currency Risk
Currency Risk is the risk that the value of financial instrument will fluctuate due to changes in foreign exchange rates. Foreign Currency risk arise majorly on account of export sales, import purchase, and foreign loan given. The company's foreign currency exposures are managed in accordance with its foreign exchange risk management policy and are regularly reviewed by the company.

35. CAPITAL MANAGEMENT

Risk management
For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The Company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders' value. The Company funds its operation through internal accruals. The management and Board of Directors monitor the return on capital.

36. Other Statutory information
(i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
(ii) The company does not have any transactions with companies struck off.
(iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
(v) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the
understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(vi) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
(vii)The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(viii) The company does not hold any immovable property during the year.
(ix) The company is not declared as willful defaulter by any bank or financial Institution or other lender.
(x) The company has not entered into any scheme of arrangement during the year.
(xi) The company has two subsidiary in India and none of them have subsidiary in india. Therefore section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the company.

37. Mandatory Accounting Ratios

As at 31st March,2026

Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reasons for variance
(a) Capital to Risk -weighted asset Ratio	Tier I Capital + Tier II capital	Risk Weighted Asset	67.17%	227.28%	-70.44%	The ratio decreased significantly during the year primarily due to a substantial increase in loans granted to related parties.
(b) Tier I Capital	Paid up capital + Security Premium + statutory Reserve + Disclosed free reserve - Accumulated Loss - Investment in Shares of Subsidiaries - Loans to Subsidiaries	Risk Weighted Asset	66.92%	227.03%	-70.52%	
(c) Tier II Capital	Undisclosed Reserve + General loss reserve + Hybrid debt capital instrument and subordinated debts	Risk Weighted Asset	0.25%	0.25%	0.30%	The Tier II Capital Ratio remained broadly stable .
(d) Liquidity coverage Ratio	High quality liquid asset amount	Total Net cash outflows over the next 30 days	1.29	1.00	28.35%	The Liquidity Coverage Ratio improved during the year mainly due to lower of Net cash outflow over the next 30 days as compared to previous year.

38. The Reserve Bank of India had issued the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs (the framework) vide circular RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 on October 22, 2021. The framework categorises NBFCs in Base Layer (NBFC-BL), Middle Layer (NBFC-ML), Upper Layer (NBFC-UL) and Top Layer (NBFC-TL). The Reserve Bank of India vide press release 2022-2023/975 dated September 30, 2022 has placed the Company in the Base Layer.

39. Disclosure of details as required by Non-Banking Financial Company – Reserve Bank Directions - Disclosures in Financial Statements Notes to Accounts of NBFCs.

A) Exposure
(1) Exposure to capital market

Amount Rs. in Lakhs

Category	Current Year	Previous Year
I. Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	652.16	652.16
II. Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-

III. Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
IV. Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
V. Secured and unsecured advances to stock brokers and guarantees issued on behalf of stock brokers and market makers	-	-
VI. Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
VII. Bridge loans to companies against expected equity flows / issues	-	-
VIII. Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
IX. Financing to stock brokers for margin trading	-	-
X. All exposures to Alternative Investment Funds:		
(i) Category I	-	-
(ii) Category II	-	-
(iii) Category III	-	-
Total Exposure to Capital Market	**652.16**	**652.16**

(2) Sectoral Exposure

Amount Rs. in Lakhs

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet/ off-balance sheet exposure) (Rs. In Lakhs)	Gross NPAs (Rs. In Lakhs)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off balance sheet exposure) (Rs. In Lakhs)	Gross NPAs (Rs. In Lakhs)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i. Micro and small	72.45	-	-	-	-	-

ii. Medium	-	-	-	-	-	-
iii. Large	-	-	-	-	-	-
iv. Others	1,462.39	-	-	625.81	-	-
Total of Industry (i+ii+...+Others)	1,534.84	-	-	625.81	-	-
3. Services						
i...	-	-	-	-	-	-
ii...	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total of Services (i+ii+...+Others)	-	-	-	-	-	-
4. Personal Loans						
i...	-	-	-	-	-	-
ii...	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total of Personal Loans (i+ii+...+Others)	-	-	-	-	-	-
5. Others, if any (please specify)	-	-	-	-	-	-

(3) Intra Group Exposures

Amount Rs. in Lakhs

Particulars	2025-2026	2024-2025
(i) Total amount of Intra group exposures	679.84	230.92
(ii) Total amount of top 20 intra group exposures	679.84	230.92
(iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	44.29%	36.90%

(4) There were no foreign currency transactions during the year under consideration.

B) Related Party Disclosure

Amount Rs. in Lakhs

Related Party	Parent (as per ownership or Control)		Subsidiaries		Associates/ Joint ventures		Key Management Personnel		Relatives of Key Management Personnel		Others		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maximum Outstanding Borrowings during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances/Inter Corporate Deposit	571.38	118.42	108.46	112.50	-	-	-	-	-	-	-	-	679.84	230.92
Maximum Advances/Inter Corporate Deposit during the year	571.38	541.82	348.00	404.85	-	-	-	-	-	-	-	-	919.38	946.67
Investments	-	-	652.16	652.16	-	-	-	-	-	-	-	-	652.16	652.16
Purchase of														
fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	29.44	25.01	15.79	6.56	-	-	-	-	-	-	-	-	45.23	31.57
Director Sitting Fees	-	-	-	-	-	-	-	-	-	-	0.45	0.54	0.45	0.54

Others (Rent expense)	-	-	1.68	1.56	-	-	-	-	-	-	-	-	1.68	1.56
Others (Remuneration)	-	-	-	-	-	-	45.71	43.28	-	-	-	-	45.71	43.28

C) Disclosure of Complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

There is no complaint received by NBFC from the customers or from the office of the Ombudsman.

40. The standalone financial statements were authorized for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2026. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

41. The figures of previous year have been re-arranged, disclosed and regrouped wherever necessary to make them comparable with those of the current year.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

INDEPENDENT AUDITOR'S REPORT

To the members of Optimus Finance Limited
Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Optimus Finance Limited** ("the Company") and its subsidiary (herein after referred to as a "Group"), which comprise the consolidated balance sheet as of 31st March 2026, the consolidated statement of Profit and Loss, (including consolidated other comprehensive income), consolidated statement of cash flows, consolidated statement of changes in equity for the year then ended and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rule, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1.	The Holding Company has a substantial exposure in loan given to various parties: The Holding Company has given loan in form of Inter- corporate deposit of Rs. 1426.38 Lakhs. The above exposure in inter corporate deposit forms a substantial portion of the net worth of the Holding company. Refer no. 7 of the consolidated financial statement.	How the matter was addressed in our audit: • We have evaluated the relevant agreements entered into by the holding company with the various parties for the corporate deposit given. • We have also evaluated the relevant terms and conditions agreed between the parties. • The purpose for which the loan was given.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon
The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to Board's Report, Corporate Governance and shareholder's information but does not include the consolidated financial statements and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the consolidated financial statements, respective management is responsible for assessing their respective Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate their respective company or to cease operations, or has no realistic alternative but to do so;

That respective Board of Directors are also responsible for overseeing the respective company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls;

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

• Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

• Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditor.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

1. We did not audit the financial statement/financial information foreign subsidiaries included in the consolidated financial statement and one Indian subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 17079.57 lakhs as at 31 March 2026, total income (before consolidation adjustments) of Rs. 17997.48 Lakhs and total net profit after tax (before consolidation adjustments) of Rs. 598.14 Lakhs, total comprehensive income (before consolidation adjustments) of Rs. 598.14 lakhs and net cash Inflow of Rs 8.85 lakhs for the year ended on that date, as considered in the consolidated financial statement. These subsidiaries include one subsidiary located in India and others are located outside India whose financial statements/financial information have been prepared in accordance with accounting principles generally accepted in their respective countries wherever applicable and which have been audited by other auditors generally accepted auditing standards available in their respective countries wherever applicable. The Company's Management has converted the financial statements/financial information of certain subsidiaries which are located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors and the conversion adjustments prepared by the management of the Company.
Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group so far as it appears from our examination of those books and the reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including consolidated other comprehensive income), consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act;

(e) On the basis of the written representations received from the directors of Holding company as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act as amended.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed impact of pending litigations on its financial position in its consolidated financial statements- Refer Note 34 of consolidated financial statements.

ii. The Group has made provisions, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. As per information and explanation given to us, there is no amount that required to be transferred to the Investor Education and Protection Fund by the Group.

iv. a) The Holding Company Management has represented, to the best of its knowledge and belief that, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Holding Company Management has represented, to the best of its knowledge and belief that, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

v. There is no dividend declared or paid during the year by the Company and hence provisions of section 123 of the companies Act, 2013 are not applicable.

vi. Based on our examination which included test checks, performed by us on Holding Company & subsidiary company, which are incorporated in India whose financial statement have been audited under the act, such holding company & subsidiary company, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Further, the audit trail has been preserved by the Company as applicable, as per the statutory requirements for record retention to the extent it was enabled and recorded in

the previous year.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and subsidiary company which are incorporated in India, included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Shah Mehta & Bakshi
Chartered Accountants
(Registration No. 103824W)

SD/-
(Prashant Upadhyay)
Partner
M No. 121218
UDIN: 26121218VPSTHE1657
Place: Vadodara
Date: 29th May 2026

Annexure-A: Report on the Internal Financial Controls under Clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Optimus Finance Limited** ("the Company") and such companies incorporated in India, which are subsidiaries companies, as of 31st of March, 2026 in conjunction with our audit of the consolidated financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and such companies incorporated in India which are subsidiaries companies, to which internal financial control over financial reporting is applicable, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 1 (number) of subsidiary company which is incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. 103824W

SD/-
(Prashant Upadhyay)
Partner
M. No.: 121218
UDIN: 26121218VPSTHE1657
Place: Vadodara
Date: 29th May 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Sr. No.	Particulars	Note No.	As on 31st March 2026	As on 31st March 2025
	ASSETS			
(1)	**Financial Assets**			
	(a) Cash and cash equivalents	4	137.55	1,059.35
	(b) Bank balance other than cash and cash equivalents	5	639.74	282.24
	(c) Receivables			
	- Trade Receivables	6	12,194.83	7,842.42
	- Other Receivables		-	-
	(d) Loans	7	2,076.83	1,495.13
	(e) Investments		-	-
	(f) Other Financial assets	8	813.41	772.02
(2)	**Non-financial Assets**			
	(a) Inventories	9	1,234.46	1,232.43
	(b) Current Tax Asset	16	54.98	11.30
	(c) Deferred Tax Asset (Net)	22	-	-
	(d) Investment Property	10	83.76	85.30
	(e) Property, Plant and Equipment	11	1,304.38	632.84
	(f) Intangible Assets	12	0.96	1.13
	(g) Intangible Assets under Development	12	50.04	42.85
	(h) Capital work - in – progress	13	18.72	466.50
	(i) Goodwill	14	338.55	307.55
	(j) Other non-financial assets	15	482.59	572.19
	Total Assets		**19,430.78**	**14,803.25**
	LIABILITIES AND EQUITY			
	LIABILITIES			
(1)	**Financial Liabilities**			
	(a) Payables			
	(i) Trade Payables			
	- Total outstanding dues of micro enterprises and small enterprises	17	2.87	0.59
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,767.54	2,523.80
	(b) Borrowings (Other than debt securities)	18	3,890.17	2,294.16
	(c) Other financial liabilities	19	10.75	12.35
(2)	**Non-Financial Liabilities**			
	(a) Current tax liabilities	20	100.12	92.41
	(b) Provisions	21	154.25	137.47
	(c) Deferred Tax Liability (Net)	22	118.91	14.90

	(d) Other non-financial liabilities	23	313.46	201.82
(3)	**EQUITY**			
	(a) Equity Share capital	24	747.23	747.23
	(b) Instruments entirely equity in nature		-	-
	(c) Other Equity	25	5,889.44	4,980.99
	Non-controlling interest		4,436.02	3,797.54
	Total Liabilities and Equity		**19,430.78**	**14,803.25**

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Particulars	Note No.	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Revenue from operations :			
Interest Income	26	113.42	142.16
Sale of Product	27	18,412.67	15,640.85
Net Gain on Fair Value Changes		-	-
Other operating income	28	68.04	43.78
Total revenue from Operations		**18,594.13**	**15,826.79**
Other Income	29	376.72	192.60
Total Income		**18,970.85**	**16,019.39**
Expenses			
Finance Costs	30	388.36	315.20
Cost of Material consumed	31	12,618.72	10,738.54
Purchase of stock-in-trade	31	2,777.65	2,201.24
Changes in inventories to Shares, finished goods and stock - in - trade	31	(41.76)	(75.29)
Employee Benefits Expenses	32	837.97	743.72
Depreciation and amortization expense	10,11	222.30	168.52
Others expenses	33	1,000.39	824.41
Total Expenses		**17,803.62**	**14,916.35**
Profit before tax		**1,167.23**	**1,103.04**
Tax Expenses:			
Current Tax	35	91.12	139.79
Deferred Tax		100.27	3.16
Excess or short provision of earlier years		-	-
Profit after tax for the period		**975.84**	**960.09**
Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
- Remeasurement gain/loss on defined benefit plan		1.69	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
- Remeasurement gain/loss on defined benefit plan		(0.43)	-
		1.26	**-**
(B) Items that will be reclassified to Profit or Loss			
- Exchange Differences in translating the financial statement of a foreign operations		569.82	129.97
		569.82	**129.97**
Total Other Comprehensive Income		**571.08**	**129.97**

Total Comprehensive Income for the period		**1,546.93**	**1,090.06**
Net Profit attributable to:			
Owners of the company		579.62	580.88
Non-Controlling Interest		396.22	379.21
Other Comprehensive Income attributable to:			
Owners of the company		328.83	75.65
Non-Controlling Interest		242.26	54.32
Total Comprehensive Income for the period			
Owners of the company		908.45	656.53
Non-Controlling Interest		638.48	433.53
Earnings per equity share			
Basic (Rs.)	38	0.78	0.78
Diluted (Rs.)		0.78	0.78

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

Sr No.	Particulars	For the year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
A	**Cash flow from operating activities**		
	Profit before income tax	1,167.23	1,103.04
	Adjustments for:		
	Depreciation and amortisation expense	222.30	168.52
	Interest Income	(17.76)	(94.13)
	Rent income	(3.00)	(5.00)
	Loss/(Gain) on Sale of Property, plant and equipment	(1.38)	(19.55)
	Unrealized Exchange gain /loss/ FCTR (net)	472.45	121.72
	Finance Cost	388.36	315.20
	(Reversal)/Provision for standard assets	2.27	(2.00)
	Provisions for Employee Benefits and other expenses	14.06	45.43
	Provision for Expected Credit Loss/Bad Debts/ Balance Written Off	135.07	77.47
	Remeasurement gain/loss on defined benefit plan	1.69	-
	Net Adjustments	**1,214.06**	**607.66**
	Operating profit before working capital changes	**2,381.29**	**1,710.70**
	Adjustments for Net (Increase) / Decrease in Operating Assets		
	(Increase) / Decrease in loans	(913.17)	412.61
	(Increase) / Decrease in other financial assets	(41.39)	(29.82)
	(Increase) / Decrease in other non-financial assets	94.36	(258.85)
	(Increase) / Decrease in trade receivable	(4,453.98)	(3,507.40)
	Increase / (Decrease) in trade payables	1,246.02	1,483.16
	Increase / (Decrease) in other liabilities & provisions	110.51	(38.29)
	(Increase) / Decrease in inventory	(2.03)	(583.36)
	Increase/(decrease) in other Financial Liability	-	(87.62)
	Cash generated from operations:	**(1,578.39)**	**(898.88)**
	Direct taxes paid (net)	(127.10)	101.03
	Net cash from operating activities (A)	**(1,705.48)**	**(999.91)**
B	**Cash flows from investing activities**		
	Purchase of Property, plant and equipment's, intangible assets & Capital Working Progress	(380.43)	(550.08)
	Proceeds from Sale of Property, Plant and Equipment	7.18	19.53
	Purchase of Intangible asset under development	(7.19)	(11.15)
	Acquisition of shares in subsidiary from minority shareholders	-	-
	Proceeds/ (Purchase) from sale in investments	-	-
	Interest Income	17.76	103.40
	Rent Income	3.00	5.00
	(Increase)/ decrease in bank balances other than Cash and cash equivalents	297.87	(161.41)
	Capital Advances given	(4.76)	-
	(Increase) / Decrease in Deposits given	1.08	-
	(Increase)/ Decrease in loans given	(357.50)	-
	Net cash (used) in Investing activities (B)	**(423.00)**	**(594.71)**

C	**Cash flow from financing activities**		
	Borrowings (other than debt securities)	1,596.01	801.36
	Repayment of Lease Liabilities	(1.74)	(6.52)
	Cash Proceeds from issuing equity shares net of transactional cost	-	2,108.99
	Finance Cost	(387.59)	(315.20)
	Net cash (used) in financing activities (C)	**1,206.68**	**2,588.62**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	**(921.81)**	**994.00**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR AS PER NOTE 4	**1059.35**	**65.34**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR AS PER NOTE 4	**137.55**	**1,059.35**

The accompanying notes are an integral part of financial statements.
Note 1. The statement of cash flow is prepared in accordance with the format prescribed as per Ind AS 7.
Note 2. Figures in the brackets represents cash outflow.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED
CIN: L65910GJ1991PLC015044
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2026

All amounts are in INR Lakhs, unless otherwise stated

a. Equity Share Capital:

Balance as at 1st April, 2025	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2025	Changes in equity share capital during the current year	Balance as at 31st March, 2026
747.23	-	747.23	-	747.23

Balance as at 1st April, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2024	Changes in equity share capital during the current year	Balance as at 31st March, 2025
747.23	-	747.23	-	747.23

b. Other Equity - Attributable to Owners

Particulars	Reserves and Surplus							Total
	Security Premium	Retained earnings	Capital Reserve	Foreign currency translation reserve	Statutory Reserve	Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934	Other Comprehensive Income	
Balance as at 1st April, 2025	**2,375.40**	**2,167.62**	**124.84**	**158.71**	**34.05**	**120.36**	**-**	**4,980.99**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 1st April, 2025(A)	**2,375.40**	**2,167.62**	**124.84**	**158.71**	**34.05**	**120.36**	**-**	**4,980.99**
Profit/(Loss) for the year as per Statement of Profit and Loss	-	579.62	-	-	-	-	-	579.62
Change in translation during the year	-	-	-	328.10	-	-	-	328.10
Remeasurement gain/loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	0.73	0.73
Total Comprehensive Income (B)	**-**	**579.62**	**-**	**328.10**	**-**	**-**	**0.73**	**908.45**
Transfer to Statutory Reserve created u/s 45IC of RBI Act	-	(9.45)	-	-	-	-	-	(9.45)

Additions during the year	-	-	-	-	-	9.45	-	9.45
Transactions for the year (C)	**-**	**(9.45)**	**-**	**-**	**-**	**9.45**	**-**	**-**
Balance as at 31st March, 2026 (A+B+C)	**2,375.40**	**2,737.80**	**124.84**	**486.81**	**34.05**	**129.81**	**0.73**	**5,889.44**

Particulars	**Reserves and Surplus**							**Total**
	Security Premium	**Retained earnings**	**Capital Reserve**	**Foreign currency translation reserve**	**Statutory Reserve**	**Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934**	**Other Comprehensive Income**	
Balance as at 1st April, 2024	**1,194.10**	**1,597.39**	**124.84**	**83.06**	**34.05**	**109.72**	**-**	**3,143.17**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 1st April, 2024 (A)	**1,194.10**	**1,597.39**	**124.84**	**83.06**	**34.05**	**109.72**	**-**	**3,143.17**
Profit/(Loss) for the year as per Statement of Profit and Loss	-	580.88	-	-	-	-	-	580.88
Change in translation during the year	-	-	-	75.65	-	-	-	75.65
Remeasurement gain/(loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	-	-
Total Comprehensive Income (B)	**-**	**580.88**	**-**	**75.65**	**-**	**-**	**-**	**656.52**
Transfer to Statutory Reserve created u/s 45IC of RBI Act	-	(10.64)	-	-	-	-	-	(10.64)
Additions during the year	1,187	-	-	-	-	10.64	-	1,197.73
Less: Transaction cost	(5.79)	-	-	-	-	-	-	(5.79)
Transfer to Statutory Reserve	-	-	-	-	-	-	-	-
Adjustment in Parent Retained earnings as a result disposal of investment	-	-	-	-	-	-	-	-

Transactions for the year (C)	**1,181.30**	**(10.64)**	**-**	**-**	**-**	**10.64**	**-**	**1,181.29**
Balance as at 31st March, 2025 (A+B+C)	**2,375.40**	**2,167.62**	**124.84**	**158.71**	**34.05**	**120.36**	**0.00**	**4,980.99**

As required by section 45-IC of the RBI Act 1934, the group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act,1934.

Nature and purpose of reserves:

i. Securities premium:
Securities Premium is used to recognise the premium received on the issue of shares. It is utilised in accordance with the provisions of the Companies Act 2013.

ii. Retained Earnings:
Retained earnings comprises of accumulated balance of profits/(losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilized or distributed by the Company in accordance with the provisions of the Companies Act, 2013.

iii. Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934:
As required by section 45-IC of the RBI Act 1934, the company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act,1934. The company has transferred a twenty per cent of net profit in reserve fund As required by section 45-IC of the RBI Act 1934.

iv. Capital Reserve:
Capital reserve comprises of gains of capital nature earned by the Company and credited directly to such reserve.

v. Foreign currency translation reserve:
Exchange differences arising on a monetary item that, in substance, forms part of an enterprise's net investment in a non-integral foreign operation has been accumulated in a foreign currency translation reserve in the enterprise's financial statements until the disposal of the net investment, at which time they should be recognised as income or as expenses in accordance with Ind AS.

vi. Other Comprehensive Income
Other Comprehensive Income comprises of Remeasurement gain/(loss) on defined benefit plan, net of taxes.

The accompanying notes are an integral part of financial statements.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

OPTIMUS FINANCE LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Corporate Information

The Company was incorporated on 11.02.1991 and a Fresh Certificate of Registration was obtained from Reserve Bank of India on 20.05.2004 as Non-Banking Finance Company (Not Accepting Public Deposits). It is classified as Non-government company and is registered at Registrar of Companies, Ahmedabad. The registered address of the Company is 301-304, Sears II, East wing, Gotri-Sevasi Road, Sevasi, Vadodara, Gujarat, India - 391101.

At present the company is engaged in Non-Banking Finance activity consisting of Investment in Shares and Securities and other investment and financing activities.

2. Basis of Preparation

i. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

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

Name of the company	Date of acquisition/incorporation	Country of Incorporation	% of shareholding
Maximus International Limited	22.12.2015	India	57.58%
Maximus Infra Ventures Limited	11.07.2024	India	100%
Maximus Global FZE (100% subsidiary of Maximus International Limited)	02.04.2017	Sharjah, UAE	100%
MX Africa Limited (100% subsidiary of Maximus International Limited)	11.05.2018	Kenya	100%
Maximus Lubricants LLC (Subsidiary Maximus Global FZE) (Formerly known as "Pacific Lubricant LLC")	01.01.2020	Ras Al-Khaimah (RAK), UAE	49%*
Quantum Lubricants (E.A.) Limited (Wholly Owned Subsidiary of MX Africa)	01.12.2019	Kenya	100%#

* 51% shares are held by local sponsor on behalf of Maximus Global FZE (MGF). MGF has acquired indirect control over the operations of Maximus Lubricant LLC (MLL) and hence MLL is subsidiary of MGF, and consequently, step down subsidiary of Maximus International Limited.

MX Africa Limited has acquired remaining 49% Equity shares in Quantum Lubricant (E.A) Limited w.e.f. 1st October 2022.

Principles of Consolidation:

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

1. The Financial Statements of the Company and its subsidiary have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.

2. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where it is not practicable to do so.

ii. Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except the following:

• Certain financial assets and liabilities that are measured at fair value.

iii. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees, which is the Company's functional currency, and all values are rounded to the nearest lakhs, except otherwise indicated.

iv. Composition of consolidated financial statements
The consolidated financial statements are in accordance with Ind AS presentation. The consolidated financial statements comprise:

- Consolidated Balance Sheet
- Consolidated Statement of Profit and Loss
- Statement of Changes in Equity
- Consolidated Statement of Cash Flow
- Notes to consolidated financial statements

3. Material Accounting Policy Information and Other Explanatory Notes
3.1 Material Accounting Policies
A. Current versus non-current classification
The group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the group has identified twelve months as its operating cycle for the purpose of current / noncurrent classification of assets and liabilities.

B. Property, Plant and Equipment:

Recognition and measurement:
All items of property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the group's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

Subsequent Expenditure:
Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the group.

De-Recognition:
An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when the asset is de-recognized.

Depreciation methods, estimated useful lives and residual value:
Depreciation on property, plant and equipment is provided based on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013. The estimated useful lives of assets are as follows:

Asset	Useful Lives (Years)
Office buildings	20 - 60 years
Furniture and fixtures	4 - 10 years
Office equipment	5 - 8 years
Computer equipment	3 - 5 years
Vehicles	4 - 8 years
Plant & Machinery	8 -10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Capital Work-in-Progress:
Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the group's accounting policies. Such Plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets" and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Intangible assets
Intangible assets if any, are stated at cost less provisions for amortisation and impairments. Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use.

Intangible Assets under development
Intangible assets consisting of development expenditure of certain products, are evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable.

C. Investment Property:
Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property.

Recognition and measurement:
Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

Subsequent Expenditure:
Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

De-Recognition:
When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Depreciation methods, estimated useful lives and residual value:
Investment properties are depreciated using straight-line method over their estimated useful lives.

D. Impairment of Non-financial assets:
At the end of each reporting period, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

The group's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis. Moreover, when a impairment loss subsequently reverses, the carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognised in the statement of Profit & Loss immediately.

E. Inventories:
The Holding Company is a Non Banking Financial Company primarily engaged in investing & credit related activity to which the "Ind AS 2- Inventories" is not applicable. In case of subsidiaries, Raw Materials are valued at cost or net realizable value whichever is lower. Finished goods, traded goods and work in progress are valued at cost or net realizable value, whichever is lower. Cost of inventories is determined on a Weighted Average Basis, after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and condition. Goods in Transit are valued at actual cost.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The comparison of cost and net realizable value is made on an item-by-basis.

F. Financial Instruments:
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:
Initial recognition, classification and measurement:
All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial Assets at Amortised Cost:
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through Other Comprehensive Income (FVOCI):
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through Profit or Loss (FVTPL):
Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

Equity Instruments
The Group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

De-recognition
A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognized (i.e. removed from the group's balance sheet) when:
- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
(a) the group has transferred substantially all the risks and rewards of the asset, or
(b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets:
In accordance with Ind AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:
a) Financial assets that are measured at amortized cost e.g., loans, deposits, trade receivables and bank balance
b) Trade receivables or any contractual right to receive cash or another financial asset.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

Financial Liabilities:
Initial recognition and Measurement:
The Company's financial liabilities include trade and other payables, loans and borrowings. Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

Subsequent measurement:
The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through Profit and Loss
Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

- Financial liabilities measured at Amortised Cost
After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

Loans and borrowings:
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an Integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition:
A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires.

Off-setting of financial instruments:
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

G. Provision for standard/ non - performing assets and doubtful debts
The Holding company provide an allowance for loan receivable in the nature of advance based on the prudential norms issued by the RBI relating to income recognition, asset classification and provisioning for non-performing assets.

H. Cash and cash equivalents:
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

I. Cash Flow
Cash flows are reported using the Indirect Method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

J. Cash dividend:
The group recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

K. Foreign Currency Translation:
Initial Recognition:
Transactions in foreign currencies entered into by the group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Conversion:
Foreign currency monetary items, which are unsettled are reported using the closing rate. Differences arising on settlement or conversion of monetary items are recognised in the statement of profit & loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

L. Revenue Recognition:
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those goods or services. The group assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Trading in Shares and Securities
The Revenue from actual delivery-based sales of shares and securities are recognized as sales on actual sale of shares and securities in the stock exchange. In case of intra day sale purchase of shares and securities, which are settled otherwise than actual delivery or transfer, the net difference is only considered in statement of Profit and Losses.

Income on Loan Transactions
Income on loan transactions is accounted for by using the internal rate of return method. Consequently, a constant rate of return on net outstanding amount is accrued over the period of the contract, except that no income is recognized on non - performing assets as per prudential norms for income is recognized on non- performing assets as per the prudential norms for income recognized issued by the RBI for NBFCs. Interest income on such assets is recognized on receipt basis. Upfront / Processing fees collected from the customer for processing loans are primarily towards documentation charges. This is accounted as income when the amount becomes due provided recovery thereof is certain.

Other interest income:
Other Interest income is accounted on accrual basis.

Dividends:
Dividend income is recognized when the unconditional right to receive the income is established.

Sale of Traded Goods:
Sales are recognized, at point in time net of returns and trade discounts & applicable duties & taxes if any, on transfer of significant risks and rewards of ownership to the buyer.

The group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the group considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Export Benefits/Incentives:
The benefits accrued under the duty drawback scheme/ Roadtap scheme as per the Import and Export Policy in respect of exports made under the said scheme has been included under the head 'Other Operating Income'.

M. Other Income:
Other income is accounted for an accrual basis for except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

N. Employee benefits:
Employee benefits includes short term employee benefits. 'All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, allowances, etc are recognised as actual amounts due in period in which the employee renders the related services.

Long-term Employee Benefits:

Defined Gratuity Benefit Obligation Plan:
The service cost and the net interest cost are charged to the Statement of Profit and Loss. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these re-measurements in the Other Comprehensive Income (OCI)

Short-term Employee Benefits:
Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Appropriate provisions and payments are made towards defined contribution schemes, defined benefit plans, and compensated absences, in accordance with the respective country's law and regulation and employment contract.

O. Borrowing costs:
Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

P. Income taxes:
The tax expense comprises of current income tax and deferred tax.

Current income tax:
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:
Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Q. Provisions and Contingent liabilities and contingent assets:
a) Provisions:
Provisions are recognized when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. When the group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

b) Contingent Liabilities and Contingent assets:
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

R. Earnings per Share:
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

S. Lease :
Group as a lessee
Lease Liability
At the commencement date, the group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

Right-of-use assets
Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement
Lease Liability
Group measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

Right-of-use assets
Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Impairment
Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely

independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease:
Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the group elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

Group as a lessor:
Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. The lease income from operating leases is recognised on either a straight-line basis over the lease term or another systematic basis. The lessor shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

T. Segment reporting:
Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, evaluates the group's performance and allocates the resources based on an analysis of various performance. The analysis of geographical segments is based on the geographical location of the customers wherever required.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:
The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

3.2 Use of Judgments, Estimates and Assumptions:
The preparation of the group's separate financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions:
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The group based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the group. Such changes are reflected in the assumptions when they occur.

a. Determination of the estimated useful life of tangible assets
Useful life of tangible assets is based on the life prescribed in schedule II of the companies act, 2013. In cases, where the useful life are different from that prescribed in schedule II, they are based on technical advice, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.

b. Taxes:
There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

c. Fair value measurement of financial instruments:
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financials instruments.

d. Impairment of financial assets:
The group assesses impairment based on expected credit losses (ECL) model on trade receivables and other financial assets. The group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables and other financial assets. The provision matrix is based on its historically observed default rates if any, over the expected life of the trade receivable and other financial assets. At every reporting date, the historical observed default rates if any, are updated and changes in the forward-looking estimates are analyzed.

e. Impairment of non-financial assets:
The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

f. Other Provisions:
Significant estimates are involved in the determination of provisions. Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated.

3.3 Ministry of Corporate Affairs ("MCA") notifies new amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments: Disclosures and Ind AS 12, International Tax Reform – Pillar Two Model Rules. The company has reviewed the new pronouncements and based on its evaluation given necessary impact (including additional disclosures) as applicable.

OPTIMUS FINANCE LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

4. Cash and Cash Equivalents

Particulars	As on 31st March,2026	As on 31st March, 2025
Cash on Hand	33.55	15.03
Cheques In Hand	-	34.93
Balances with banks		
In current account	103.99	1,009.39
Total	**137.55**	**1,059.35**

5. Bank Balances other than cash and cash equivalents

Particulars	As on 31st March,2026	As on 31st March, 2025
In deposit account		
Margin with Bank*	639.74	282.24
Total	**639.74**	**282.24**

*The above held as margin money with bankers against the credit facility.

6. Trade Receivables

Particulars	As on 31st March,2026	As on 31st March, 2025
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	12,336.12	7,872.31
Trade Receivable which have significant increase in credit risk	-	-
Trade Receivables credit impaired	-	-
Less : Expected Credit Loss Allowance	(141.29)	(29.89)
Total	**12,194.83**	**7,842.42**

Particulars	Outstanding for the following periods from due date of Invoice					
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31 March, 2026						
(i)Undisputed Trade Receivable - Considered Good	10,020.65	2,017.96	178.76	8.16	110.60	12,336.12
(ii)Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(iii)Undisputed Trade Receivable - Credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v)Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi)Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-
Total	**10,020.65**	**2,017.96**	**178.76**	**8.16**	**110.60**	**12,336.12**

Less: Allowance for Expected Credit Loss (ECL)	-	-	26.60	4.08	110.60	141.29
Total Trade Receivable	**10,020.65**	**2,017.96**	**152.15**	**4.08**	**-**	**12,194.83**
As at 31 March, 2025						
(i)Undisputed Trade Receivable - Considered Good	6,462.09	1,268.75	10.07	128.56	2.85	7,872.31
(iii)Undisputed Trade Receivable - Credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v)Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi)Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-
Total	**6,462.09**	**1,268.75**	**10.07**	**128.56**	**2.85**	**7,872.31**
Less: Allowance for Expected Credit Loss (ECL)	-	-	1.01	26.03	2.85	29.89
Total Trade Receivable	**6,462.09**	**1,268.75**	**9.06**	**102.52**	**-**	**7,842.42**

7. Loans

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
At Amortized Cost		
Unsecured		
Inter corporate deposits	2,076.83	1,505.94
Less: Allowance for Expected Credit Loss (ECL)	-	(10.81)
Total	**2,076.83**	**1,495.13**
In India	**1451.38**	**844.58**
Outside India	**625.45**	**650.55**

8. Other Financial assets

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
Interest accrued on deposits	2.20	-
Less: Allowance for Expected Credit Loss- ICD Interest	-	-
	2.20	**-**
Security Deposits	211.21	199.81
Other Receivables	600.00	572.20
Total	**813.41**	**772.02**

9. Inventories

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
Inventories (lower of cost and net realized value)		
Stock in Trade	10.89	23.62
Raw Material	489.11	559.21
Packing Material	169.29	162.38

Finished Goods	239.24	236.19
Goods in Transit (includes Raw Material and Finished Goods)	325.92	259.92
Less: Provision for Non- and Slow-moving stock	-	(8.89)
Total	**1,234.46**	**1,232.43**

10. Investment Property

Particulars	Building	Total
Gross carrying amount:		
Gross carrying amount As at 31-03-2024	**97.61**	**97.61**
Additions	-	-
Disposal	-	-
Gross carrying amount As at 31-03-2025	**97.61**	**97.61**
Additions	-	-
Disposal	-	-
Gross carrying amount As at 31-03-2026	**97.61**	**97.61**
Accumulated Depreciation:		
Closing accumulated depreciation As at 31-03-2024	**10.77**	**10.77**
Charge for the year	1.55	1.55
Reversal during the year	-	-
Closing accumulated depreciation As at 31-03-2025	**12.32**	**12.32**
Charge for the year	**1.55**	**1.55**
Reversal during the year	-	-
Closing accumulated depreciation As at 31-03-2026	**13.87**	**13.87**
Net carrying amount:		
As at 31-03-2026	**83.76**	**83.76**
As at 31-03-2025	**85.30**	**85.30**

Also Refer Note No. 39 (b) (i)

11. Property, Plant & Equipment

Particulars	Plant & Machinery	Furniture and Fixture	Computer Equipment	Vehicle	Office Equipment	Right to Use Building #	Leasehold Improvements	Building	Total
Gross carrying amount As at 31-03-2024	**931.51**	**91.02**	**10.62**	**411.72**	**19.60**	**27.89**	**-**	**-**	**1,492.38**
Adjustment	-	-	-	-	-	-	-	-	-
Additions	90.19	0.49	1.80	74.22	0.14	-	-	-	166.84
Disposals	-	-	-	(19.97)	-	-	-	-	(19.97)
Forex Fluctuation	31.51	1.68	0.45	(16.60)	0.72	-	-	-	17.76
Gross carrying amount As at 31-03-2025	**1,053.22**	**93.19**	**12.87**	**449.36**	**20.46**	**27.89**	**-**	**-**	**1,657.01**
Additions	239.84	53.19	4.28	107.12	28.21	-	47.60	347.97	828.21

Disposals	-	(24.44)	-	(16.92)	(1.13)	-	-	-	(42.49)
Forex Fluctuation	128.23	7.25	5.45	28.89	2.17	-	2.72	-	174.71
Gross carrying amount As at 31-03-2026	**1,421.29**	**129.19**	**22.60**	**568.46**	**49.71**	**27.89**	**50.32**	**347.97**	**2,617.43**
Accumulated Depreciation:									
Closing accumulated depreciation As at 31-03-2024	**609.20**	**73.08**	**8.59**	**139.91**	**10.26**	**22.58**	**-**	**-**	**863.61**
Charge for the year	88.47	4.60	1.13	66.84	1.43	4.25	-	-	**166.72**
Reversal of accumulated depreciation of disposal of assets	-	(0.02)	-	(19.97)	-	-	-	-	**(19.99)**
Forex Fluctuation	20.59	1.46	0.39	(8.96)	0.34	-	-	-	**13.81**
Closing accumulated depreciation As at 31-03-2025	**718.26**	**79.12**	**10.11**	**177.82**	**12.03**	**26.83**	**-**	**-**	**1,024.16**
Charge for the year	120.14	7.74	2.13	82.61	2.24	1.06	4.06	0.48	**220.46**
Reversal of accumulated depreciation of disposal of assets	-	(19.79)	-	(15.90)	(0.99)	-	-	-	**(36.68)**
Forex Fluctuation	83.58	5.58	1.03	13.64	0.98	-	0.30	-	**105.11**
Closing accumulated depreciation As at 31-03-2026	**921.98**	**72.65**	**13.27**	**258.17**	**14.26**	**27.89**	**4.36**	**0.48**	**1,313.05**
Net carrying amount:									
As at 31-03-2026	**499.31**	**56.54**	**9.33**	**310.29**	**35.45**	**-**	**45.96**	**347.49**	**1,304.38**
As at 31-03-2025	**334.96**	**14.07**	**2.75**	**271.54**	**8.43**	**1.06**	**-**	**-**	**632.84**

(Refer Note No. 39 (a) (i))

12. Intangible Assets under Development

(A) Intangible Assets

Particulars	Total
Gross carrying amount:	
Gross carrying amount As at 31-03-2024	**2.17**

Additions	-
Disposal	-
Forex Fluctuation	0.06
Gross carrying amount As at 31-03-2025	**2.23**
Additions	-
Disposal	-
Forex Fluctuation	0.23
Gross carrying amount As at 31-03-2026	**2.46**
Accumulated Depreciation:	
Closing accumulated depreciation As at 31-03-2024	**0.82**
Charge for the year	0.26
Reversal during the year	-
Forex Fluctuation	0.02
Closing accumulated depreciation As at 31-03-2025	**1.10**
Charge for the year	0.29
Reversal during the year	-
Forex Fluctuation	0.10
Closing accumulated depreciation As at 31-03-2026	**1.49**
Net carrying amount:	
As at 31-03-2026	**0.96**
As at 31-03-2025	**1.13**

(B) Intangible assets under development

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
Computer Software	50.04	42.85
Total	**50.04**	**42.85**

Intangible assets under development ageing schedule

Particulars	**Amount in intangible assets under development for a period of**				**Total**
	Less than 1 Year	**1-2 Years**	**2-3 Years**	**More than 3 Year**	
Projects in progress as on 31.03.26	4.20	10.96	29.29	5.59	**50.04**
Projects in progress as on 31.03.25	10.34	26.93	5.59	-	**42.85**

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

13. Capital work-in-progress

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
Capital Work in Progress	18.72	466.50
Total	**18.72**	**466.50**

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

Capital Work-In-Progress

CWIP	**Amount in CWIP for a period of**				**Total**
	Less than 1 Year	**1-2 Years**	**2-3 Years**	**More than 3 Year**	
As at 31st March 2026					
Projects in progress	18.72	-	-	-	**18.72**
Projects temporarily suspended	-	-	-	-	-

As at 31st March 2025					
Projects in progress	381.27	2.33	9.46	73.43	**466.50**
Projects temporarily suspended	-	-	-	-	-

14. Goodwill

Particulars	As on 31st March,2026	As on 31st March, 2025
Goodwill on acquisition of subsidiaries *	307.55	294.00
Translation differences	31.00	13.55
Total	**338.55**	**307.55**

(*Including currency translation differences)

15. Other Non-Financial Asset

Particulars	As on 31st March,2026	As on 31st March, 2025
Unsecured Considered Good		
Advance to Suppliers	295.54	381.30
Advance to employees	7.69	-
Expense paid in advance	95.95	74.12
Capital Advance	4.76	-
Balances with Government Authorities	72.34	112.90
Export Incentive receivables	6.31	3.86
Total	**482.59**	**572.19**

16. Current tax Asset

Particulars	As on 31st March,2026	As on 31st March, 2025
Taxes paid in advance	54.98	11.30
Total	**54.98**	**11.30**

17. Trade Payables

Particulars	As on 31st March,2026	As on 31st March, 2025
Total outstanding due to Micro and Small Enterprises	2.87	0.59
Total outstanding due to other than Micro and Small Enterprises	3,767.54	2,523.80
Total	**3,770.41**	**2,524.39**

Particulars	Outstanding for the following periods from due date of invoice				
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31st March 2026					
(i)MSME*	2.87	-	-	-	**2.87**
(ii)Others	3,660.50	106.73	0.05	0.26	**3,767.54**
(iii)Disputed dues-MSME		-	-		
(iv)Disputed dues-Others		-	-		
As at 31st March 2025					
(i)MSME	0.59	-	-	-	**0.59**

(ii)Others	2,420.12	103.44	0.01	0.23	**2,523.80**
(iii)Disputed dues-MSME	-	-	-		
(iv)Disputed dues-Others	-	-	-		

18. Borrowings (Other than debt securities)

Particulars	**As on 31st March,2026**	**As on 31st March, 2025**
At Amortized Cost		
Secured Loan		
(A) Term loan from Bank		
- For Vehicle (Refer note no. 1)	214.64	193.94
i) Monthly installment of Rs. 0.53 Lakhs till August 2030		
ii) Monthly installment of Rs. 0.31 Lakhs till September 2029		
iii) Monthly installment of Rs. 0.35 Lakhs till December 2030		
iv) Monthly installment of Rs. 1.06 Lakhs till February 2030		
v) Monthly installment of Rs. 0.42 Lakhs till October 2030		
vi) Monthly installment of Rs. 0.63 Lakhs till December 2032		
vii) Monthly installment of Rs. 0.36 Lakhs till December 2028		
viii) Monthly installment of Rs. 1.10 Lakhs till April 2029		
ix) Monthly installment of Rs. 0.30 Lakhs till October 2028		
x) Monthly installment of Rs. 0.55 Lakhs till April 2030		
xi) Monthly installment of Rs. 0.31 Lakhs till May 2030		
xii) Monthly installment of Rs. 1.20 Lakhs till September 2027		
xiii) Monthly installment of Rs. 0.67 Lakhs till October 2028		
xiv) Monthly installment of Rs.0.22 Lakhs till July 2029		
- For Property Loan - Yes Bank	263.18	273.15
i) Monthly Installments of 1.84 Lakhs till December 2039 (Refer note no. 3)		
ii) Monthly Installments of 0.35 Lakhs till April 2040 (Refer note no. 3)		
iii) Monthly Installments of 0.75 Lakhs till December 2038 (Refer note no. 2)		
iv) Monthly Installments of 0.15 Lakhs till February 2040 (Refer note no. 2)		
(B) Cash Credit Facilities from Banks (Note no. 4)	91.45	50.85
(C) Bill Discounting (Note no. 5 & 6)	3,203.98	1,696.49
(D) Current maturities of long -term debts (Refer note no. 1,2 & 3)	84.35	52.33
(E) Overdraft Facility (Note no. 6)	9.66	6.01
Unsecured loan		
Loan from Mangalam Industrial Finance (Note no. 7)	22.91	21.39
Total	**3,890.17**	**2,294.16**

Note 1: Vehicles purchased are hypothecated with lender, Interest rate ranges from 6.53% to 14.82% (P.Y. 6.53% to 14.82%)

Note 2: The loan from Yes Bank is taken against investment property as disclosed in note no. 10 which bears interest rate from 9.90% to 10.25% and are payable by way of monthly instalments.

Note 3: The loan from Yes Bank is taken against Building as disclosed in note no. 11 which bears interest rate from 9.90% to 10.00% and are payable by way of monthly instalments.

Note 4: The Banking facility utilised by Maximus International Limited is cash credit taken from SBI against the primary security of hypothecation of present and future stock & receivable of the company. Apart from the Primary security, the facilities has been also collaterally secured by immovable property & personal guarantee of Mr. Aniruddh Gandhi & Mr. Rinki Gandhi. The ROI of the cash credit facility is effectively 9.35% p.a. (P.Y 11% p.a.) as at 31st March, 2026.

Note 5: The banking facility utilized by Maximus Global FZE and Maximus Lubricant LLC amounts to INR 25.77 Cr. The company avails overdraft, Letter of Credit, purchase financing, and other banking instruments from ADCB Bank. Interest rates for are EIBOR + 6% (minimum 10.5% p.a.). The facility is secured by hypothecation of present and future stock & receivables. Corporate guarantee is provided by Maximus International Ltd, Maximus Lubricant LLC for INR 25.77 Cr, along with a personal guarantee from director of INR 25.77 Cr.

Note 6: Quantum Lubricant E.A Ltd has availed sanction towards bill discounting facility of INR 7.29 Cr, Vehicle loan facility of INR 1.23 Cr, Overdraft facilities of 0.22 Cr and Bank guarantee facility of 0.33Cr from Stanbic Bank. Interest rates are derived based on the 91 Days T-Bill Rates of Kenya. Margins charged over 91 Days T-Bill Rates are 3.97% for bill discounting, 4.55% for overdraft, and 4.32% for Vehicle loan. The banking facilities are secured by hypothecation of present and future stock & receivables. Corporate guarantees are provided by Maximus International Ltd, MX Africa Ltd, and SKG Energy PTE Ltd for INR 7.79 Cr individually, along with a personal guarantee from director of INR 7.79 Cr.

Note 7: The above loan is bearing Interest rate of 8.5% and is payable after 1 Year from the reporting date.

19. Other Financial liabilities

Particulars	As on 31st March,2026	As on 31st March, 2025
Lease Liability (Refer Note No. 39 (a) (i))	-	1.74
Salary and Wages Payable	10.75	10.61
Total	**10.75**	**12.35**

20. Current tax liabilities (Net)

Particulars	As on 31st March,2026	As on 31st March, 2025
Provision for current tax	100.12	92.41
Total	**100.12**	**92.41**

21. Provisions

Particulars	As on 31st March,2026	As on 31st March, 2025
Provision for Employee Benefits		
Bonus payable	3.61	3.85
Gratuity payable	142.60	128.39
Other Provisions		
Contingent Provision for Standard Asset	3.84	1.56
Provisions for Expenses	4.21	3.66
Total	**154.25**	**137.47**

Details of Contingent Provision for Standard Asset	As on 31st March,2026	As on 31st March, 2025
Opening Balance	1.56	3.57
Current Year	2.27	(2.00)
Closing Balance	3.84	1.56

22. Deferred tax liability/ (Assets) (Net)

Particulars	As on 31st March,2026	As on 31st March, 2025
Deferred tax Liability		
- Related to Property, plant & equipment's	42.47	21.81
- Related to Unrealised Foreign Exchange Gain/Loss	81.60	-
- Related to Other temporary differences	-	0.59
Deferred tax assets		
- Disallowance under sec 43B of the Income Tax act, 1961	(3.89)	(6.35)
- Related to Other temporary differences	(1.26)	(1.15)
Deferred tax (assets)/Liability	**118.91**	**14.90**

23. Other Non-Financial Liabilities

Particulars	As on 31st March,2026	As on 31st March, 2025
Advance from customers	69.75	15.13
Statutory Dues Payable	108.63	38.53
Other Payable	135.09	148.15
Total	**313.46**	**201.82**

24. Share Capital

Authorized Equity Share Capital

Particulars	No. of Shares (Absolute Numbers)	Amount
At 31st March 2024	**75,00,000**	**750.00**
Increase /(decreased) during the year	6,75,00,000	-
At 31st March 2025	**7,50,00,000**	**750.00**
Increase /(decreased) during the year	-	-
At 31st March 2026	**7,50,00,000**	**750.00**

Issued Equity Share Capital

Particulars	No. of Shares (Absolute Numbers)	Amount
At 31st March 2024	**74,72,300**	**747.23**
Increase /(decreased) during the year	6,72,50,700	-
At 31st March 2025	**7,47,23,000**	**747.23**
Increase /(decreased) during the year	-	-
At 31st March 2026	**7,47,23,000**	**747.23**

Terms & Rights attached to each class of shares;

The Company has only one class of equity shares having par value of Rs. 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

***Additional information on Split of Stock of Company from par value of Rs. 10 per Share to Rs. 1 per share:**
The Member of the Company vide resolution passed through Postal Ballot on 21st February, 2025, had approved the Sub-Division/Split of the Equity Shares of face value of Rs. 10/- each into Equity shares of face value of Rs. 1/- each. The company had fixed 21st March, 2025 as the record date for the purpose of Sub-Division/Split of Equity Shares.

Shares held by shareholders each holding more than 5% of the shares

Shareholders	Number of Shares (Absolute Numbers)	
	As at 31st March, 2026	As at 31 March, 2025
Equity shares with voting rights		
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	4,02,71,030
Percentage %	53.89%	53.89%

Shareholding of Promoters as on 31st March,2026

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares (Absolute Numbers)	%of total shares	
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	53.89%	-

Shareholding of Promoters as on 31st March,2025

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares (Absolute Numbers)	%of total shares	
Sukruti Infratech Private Limited-Holding Company	4,02,71,030	53.89%	-

25. Other Equity

Particulars	As on 31st March,2026	As on 31st March, 2025
Securities Premium	2,375.40	2,375.40
Capital Reserves	124.84	124.84
Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934	129.81	120.36
Foreign currency translation reserve	486.81	158.71
Statutory Reserve	34.05	34.05
Remeasurement gain/loss on defined benefit plan (Other Comprehensive Income that will not be reclassified to profit or loss net off taxes)	0.73	-
Retained Earnings	2,737.80	2,167.62
Total	**5,889.44**	**4,980.99**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Securities Premium		
Opening Balance	2,375.40	1,194.10
Additions during the year	-	1,187.09
Less: Transaction Cost	-	(5.79)
Closing Balance	**2,375.40**	**2,375.40**
Capital Reserve		
Opening Balance	124.84	124.84

Additions during the year	-	-
Closing Balance	124.84	124.84
Foreign currency translation reserve		
Opening Balance	158.71	83.06
Transfer for the year	328.10	75.65
Closing Balance	**486.81**	**158.71**
Statutory Reserve		
Opening Balance	**34.05**	**34.05**
Additions during the year	-	-
Deduction	**-**	**-**
Closing Balance	**34.05**	**34.05**
Reserve Fund U/S 45-IC (1) Of Reserve Bank of India Act, 1934		
Opening Balance	120.36	109.72
Add : Transfer during the year	9.45	10.64
Closing Balance	**129.81**	**120.36**
Remeasurement gain/loss on defined benefit plan (Other Comprehensive Income that will not be reclassified to profit or loss net off taxes)		
Opening Balance	-	-
Add : Transfer during the year	0.73	-
Closing Balance	**0.73**	**-**
Retained Earnings		
Opening Balance	**2,167.62**	**1,597.39**
Add : Profit for the year as per Statement of Profit and Loss	579.62	580.88
Less: Transfer during the year	(9.45)	(10.64)
Closing Balance	**2,737.80**	**2,167.62**

26. Interest Income

Particulars	**For the Year Ended on 31st March, 2026**	**For the year Ended on 31st March, 2025**
At Amortized Cost		
Interest on inter company loans	113.42	142.16
Total	**113.42**	**142.16**

27. Sale of product

Particulars	**For the Year Ended on 31st March, 2026**	**For the year Ended on 31st March, 2025**
Sale of product		
Lubricants and Other petrochemical products	18,412.67	15,640.85
Total	**18,412.67**	**15,640.85**

28. Other operating income

Particulars	**For the Year Ended on 31st March, 2026**	**For the year Ended on 31st March, 2025**
Other Operating Revenue		
Export Incentives	6.42	43.78
Other Operating Revenue	61.62	-
Total	**68.04**	**43.78**

29. Other Income

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Profit on Sale of Property, plant and equipment & Investment property	3.18	19.55
Income from operating leases (Refer Note No. 39 (b) (i))	3.00	5.00
Exchange gain on foreign currency translations(net)	351.67	52.59
Interest income	17.76	94.13
Other Income	1.12	21.33
Total	**376.72**	**192.60**

30. Finance Cost

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
At Amortized Cost		
Interest Cost:		
Interest on borrowings	339.34	271.50
Interest on Lease Liabilities (Refer Note No. 39 (a) (i))	0.05	0.65
Commission on Corporate Guarantee	3.19	3.29
Other Interest Expense	7.48	2.01
Other borrowing cost	38.31	37.75
Total	**388.36**	**315.20**

31. Cost of Raw Material Consumed

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(A) Cost of Material Consumed (Raw and Packing Material)		
Opening Stock	974.31	466.24
Add: Purchases during the year	12,578.97	11,246.61
	13,553.28	**11,712.84**
Less: Closing Stock (Net of Provision for Non- and slow-moving stock)	934.57	974.31
Total	**12,618.72**	**10,738.54**
(B) Purchase of Stock-In-Trade		
Lubricants and Other petrochemical products	2,777.65	2,201.24
Total	**2,777.65**	**2,201.24**

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Inventories at end of year		
Traded Goods (includes Goods in Transit)	60.64	23.62
Finished Goods	239.24	234.50

	299.88	**258.12**
Inventories at the beginning of the year		
Traded Goods (includes Goods in Transit)	23.62	24.55
Finished Goods	234.50	158.28
	258.12	**182.83**
Total	**(41.76)**	**(75.29)**

32. Employee Benefits Expenses

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Salaries and Wages and Bonus	778.18	535.97
Staff welfare expense	59.79	207.74
Total	**837.97**	**743.72**

33. Other Expenses

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Advertisement expenses	132.43	92.08
Electricity expenses	10.43	10.16
Exchange Loss on foreign currency Translations (net)	11.73	1.35
Repairs & Maintenance	48.55	46.99
Insurance expenses	31.28	24.87
Payment to Auditors	20.57	18.61
License Fees	32.58	18.28
Legal and Professional charges	147.39	124.95
Travelling & Conveyance	79.13	72.38
Telephone Expenses	23.23	20.08
Selling and distribution expenses	159.69	174.07
Office expense	25.82	23.20
Rent	83.29	77.08
Standard Provision on loan	2.27	-
Bad Debts- Net/inclusive of Expected Credit Loss (ECL)	135.07	75.63
Miscellaneous expenses	56.93	44.69
Total	**1,000.39**	**824.41**

34. Contingent Liabilities and Capital Commitments

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(a) Contingent Liabilities:		
i) Goods and Service Tax Demand #	44.21	44.21
ii) Corporate Guarantee*	2,068.19	1,873.29
iii) Custom Authority	-	8.69
(b) Capital Commitments		
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net advance paid)	-	11.61

	2,112.40	1,937.80
(c) Claims against the company not acknowledged as debts	-	-
Total	**2,112.40**	**1,937.80**

Maximus International Limited has received GST demand of INR 44.21 Lakhs for F.Y. 2017-18. The company is contesting the demand and has paid INR 5.46 lakhs under protest while filing appeal before Appellate Authority [i.e. Joint Commissioner(Appeals), State Tax]. The company believes that it is not probable that an outflow of resources will be required to settle this obligation.

*(i) Corporate Guarantee has been given in favour of Stanbic Bank for the credit facility utilised by Quantum Lubricants (EA) Limited amounting to INR 7.79 Cr including forex changes (P.Y. 7.08 Cr.)

(ii) Corporate Guarantee has also been given in favour of ADCB Bank for credit facility utilised by Maximus Global FZE and Maximus Lubricants LLC amounting to Total INR 12.89 Cr including forex changes (P.Y. 11.65 Cr.)

35. Taxes Reconciliation

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(a) Income tax expense		
Current tax		
Current tax Expenses	91.12	139.79
Excess or short provision of earlier years	-	-
	91.12	**139.79**
Deferred tax		
Decrease / (increase) in deferred tax assets	2.35	(1.95)
(Decrease) / increase in deferred tax liabilities	98.36	5.11
Total Deferred tax expenses (Income)	**100.71**	**3.16**
Total Income Tax Expense	**191.82**	**142.95**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Profit before income tax expense	1,167.23	1,103.04
Tax at the Indian tax rate of 25.17%	**293.79**	**277.64**
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Income considered separately	(0.68)	(0.67)
Income taxed at Different Rates (including Tax on Gain on Sale of Investment in Subsidiary Company)	-	-
Non-deductible tax expenses (Disallowances u/s 14A, 43B, Capital Expenditure etc.)	4.64	5.95
Non-Taxable subsidiaries and effect of Differential tax rate under various jurisdiction	(105.72)	(137.85)
Depreciation	0.23	1.46
MAT credit adjustment	-	-
Others	(0.44)	(3.58)
Income Tax Expense	**191.82**	**142.95**

C) Current tax (liabilities)/assets

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Opening balance	(81.11)	(42.36)
Income tax paid	127.10	101.55
Current income tax payable for the period / year	(91.12)	(139.79)
Written back of income tax provision of earlier years	-	(0.51)
Net current income tax asset/ (liability) at the end	**(45.14)**	**(81.11)**
Current income Tax assets at the End	**54.98**	**11.30**
Current income Tax liability at the End	**(100.12)**	**(92.41)**

36. Disclosure as per Indian Accounting Standard -108 "Segment Reporting"
Identification of Segments

(a) Primary Segment- Business Segment
The group's operation predominantly comprises of two segments i.e. Financing and Investment activities and Trading of chemicals. In view of the same, separate segmental information is provided as under: -

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Segment Revenue		
(a) Financing and Investing activity	113.42	142.16
(b) Manufacturing & Trading in Lubricants, Base Oils and Petro chemicals products	18,480.71	15,684.63
Segmental operating income	**18,594.13**	**15,826.79**
Segmental results		
(a) Financing and Investing activity	49.18	64.42
(b) Manufacturing & Trading in Lubricants, Base Oils and Petro chemicals products	1,118.06	1,038.61
	1,167.24	**1,103.04**
Profit before tax		
Other information		
Segment assets		
(a) Financing and Investing activity	1,447.38	1,392.22
(b) Manufacturing & Trading in Lubricants, Base Oils and Petro chemicals products	17,983.40	13,411.04
Total	**19,430.78**	**14,803.25**
Segment liabilities		
(a) Financing and Investing activity	61.87	58.13
(b) Manufacturing & Trading in Lubricants, Base Oils and Petro chemicals products	8,296.21	5,219.36
Total	**8,358.08**	**5,277.49**

(b) Secondary Segment -Geographical segment
The analysis of geographical segment is based on the geographical location of the segments. The geographical segments considered for disclosure are as follows:

i. Gross revenue as per geographical locations
Sales within India include sales to customers located within India
Sales outside India include sales to customers located outside India

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Within India	123.84	156.53
Outside India	18,470.29	15,670.26
Total	**18,594.13**	**15,826.79**

ii. Carrying value of segment assets

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Within India	2,870.52	2,522.16
Outside India	16,560.26	12,281.09
Total	**19,430.78**	**14,803.25**

iii. Property Plant & Equipment by Geographical Locations

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Within India	565.97	165.22
Outside India	738.41	467.62
Total	**1,304.38**	**632.84**

37. Related party Disclosures:
Names of the related parties and description of relationship
I) List of Related Parties

Name of Related Party	Nature of Relation
Sukruti Infratech Private Limited	Holding Company
Dipak Raval	Whole time director
Milind Joshi	Chief Financial Officer
Aniruddh Gandhi	Person having control over the company
R S Gandhi	Relative of person having control over the company
Axofin Advisors Private Limited	Enterprises over which Person/close family member have control or significant influence
SKG International Holdings Pte Ltd	
Quebec Petroleum Resources Ltd	
Divya Prajapati	Company secretary (From 26.05.2023 To 31.01.2024)
Krati Gupta	Company secretary (From 18.03.2024)
Vruti Surti	Company secretary w.e.f. 28.04.2025
Vinay Pandya	Independent Director
Divya Zalani	Independent Director
Rahil Thaker	Independent Director

Particulars of Transactions with Related Parties

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Salary to KMP		
-Dipak Raval	41.58	43.07
-Milind Joshi	37.07	34.67
-Aniruddh Gandhi	108.20	96.72
-R S Gandhi	57.62	54.97
- Anand Muley	26.20	23.36

-Krati Gupta	-	3.38
-Vruti Surti	4.13	-
-Divya Prajapati	2.40	5.03
-Sonali Panchal	0.81	-
Interest expenses		
-Sukruti Infratech Private Limited	0.20	-
- Aniruddh Gandhi	0.28	0.52
Interest Income		
-Sukruti Infratech Private Limited	33.55	37.01
-Axofin Advisors Private Limited	0.87	5.76
Rent Income		
-Sukruti Infratech Private Limited	0.16	0.16
Purchase of Goods and services		
-Quebec Petroleum Resource Limited	37.63	50.56
- Axofin Advisors Private Limited	9.26	-
Sales of Goods and services		
- NUO Energy Uganda Limited	80.83	33.53
-Quebec Petroleum Resource Limited	4.00	1.50
Loan taken during the year		
-Sukruti Infratech Private Limited	43.16	-
- Aniruddh Gandhi	149.26	88.10
Loan repaid during the year		
-Sukruti Infratech Private Limited	43.16	-
- Aniruddh Gandhi	149.26	88.10
Loan given during the year		
-Axofin Advisors Private Limited	257.00	92.55
-Sukruti Infratech Private Limited	684.30	343.50
Loan given received back during the year		
-Axofin Advisors Private Limited	257.00	71.85
-Sukruti Infratech Private Limited	431.42	477.84
Director sitting fees		
- Vinay Pandya	0.30	0.45
-Divya Zalani	0.30	0.45
- Rahil Thaker	0.30	0.36
Outstanding Balances at the end of the year		
Loan Receivable (including Interest, if any) *		
-Axofin Advisors Private Limited	-	318.51
- Sukruti Infratech Private Limited	571.38	75.20
- SKG Energy PTE LTD (Formerly known as SKG International Holdings Pte Ltd)	625.30	-
Trade Payables		
-Quebec Petroleum Resource Limited	122.44	191.74
-Axofin Advisors Private Limited	9.92	-
Trade Receivables		
- Quebec Petroleum Resource Limited	39.29	81.36
- SKG Energy PTE LTD (Formerly known as SKG International Holdings Pte Ltd)	84.42	76.33
- NUO Energy Uganda Limited	123.78	33.54
Other Receivable		
- SKG Energy PTE LTD (Formerly known as SKG International Holdings Pte Ltd)	19.75	302.60
- Quebec Petroleum Resource Limited	-	-
Advance Given for Purchase of Goods		
-Quebec Petroleum Resource Limited	-	26.24
Remuneration Payable (Gross) :		
-Dipak Raval	5.28	4.97
-Milind Joshi	3.82	4.50
- Aniruddh Gandhi	11.60	8.16
-Vruti Surti	0.57	-
-Anand Muley	2.34	2.12

-Sonali Panchal	0.25	-
-Divya Prajapati	-	0.58

* Above figures include foreign exchange gain/loss, whenever applicable.
Note 1. Related parties are identified by the management of the company and relied upon by the auditor.

38. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the group by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the group by the weighted average number of Equity shares outstanding during the year.

Profit attributable to Equity holders of group

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Profit after Tax available for equity shareholders	579.62	580.88
Total Nos of Equity shares outstanding during the year	7,47,23,000	7,47,23,000
Par value per share (Rs.)	1.00	1.00
Basic/Diluted earnings per share	**0.78**	**0.78**

39. Leases
(a) Finance Leases
(i) As Lessee
Maturity Analysis of Lease Liabilities

Maturity Analysis - Contractual undiscounted Cash Flows	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Less than one year	-	1.20
One to five years	-	-
More than five years	-	-
Total Undiscounted Lease Liabilities	**-**	**1.20**
Lease Liabilities included in the Statement of Financial Position		
Non-Current	-	-
Current	-	1.74
Total	**-**	**1.74**

Amount Recognized in the Statement of Profit & Loss

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Interest on Lease Liabilities	0.05	0.65
Depreciation on Lease Asset	1.06	4.75

Amount Recognized in the Statement of Cash Flow

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Total Cash out flow for leases	1.74	6.52

(b) Operating Leases
As per Ind AS 116 the lease is classified as an operating lease by the lessor if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

Investment property

Lease Income recognized in the statement of profit & loss during the year is Rs.	3.00	5.00
Depreciation	1.55	1.55
Profit from Investment Property	**1.45**	**3.45**

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
Fair value of Investment Properties -1	133.25	133.25
Total	**133.25**	**133.25**

Details of Investment properties are as below:

(1) Property - 1: Commercial office no. 301 situated in scheme known as Atlantis Heritage located on land bearing R. S no. 54-A/1 paiki, C. S. no. 383 of village vadi - wadi, Dist. Vadodara. Property is owned by the subsidiary company.

40. Defined benefit plans - As per actuarial valuation

a) The following table sets out the status of the gratuity plan and the amounts recognized in the Subsidiary company's financial statements:

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(i) Expenses recognised during the year		
- In Statement of Profit & Loss	2.88	11.83
- In Other Comprehensive Income	(1.69)	-
TOTAL (i)	**1.19**	**11.83**
(ii) Expenses recognised in the Statement of Profit & Loss		
-Current Service Cost	2.11	1.93
-Net Interest Cost	0.77	-
-Past Service Cost	-	9.90
TOTAL (ii)	**2.88**	**11.83**
(iii) Expenses recognised in other comprehensive income		
Actuarial (gains) / losses on account of	-	-
-change in demographic assumptions	-	-
-change in financial assumptions	(0.19)	-
-experience adjustments	(1.50)	-
TOTAL (iii)	**(1.69)**	**-**
TOTAL (i + ii + iii)	**1.19**	**-**

Particulars	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(iv) Net Liability recognised in the Balance Sheet		
-Present value of obligation	13.02	11.83
-Closing Fair value of plan assets	-	-
Assets/ (Liability) Recognized in Balance Sheet	**(13.02)**	**(11.83)**
(v) Changes in Present Value of Obligations		
Present value of obligation at the beginning of the year	11.83	**-**
Current service cost	2.11	**1.93**
Interest cost	0.77	**-**
Past Service cost	-	9.90
Actuarial (gains) / losses arising from:	-	-
-changes in financial assumptions	(0.19)	-
-changes in demographic assumptions	-	-
-changes in experience assumptions	(1.50)	-
Benefits paid	-	-
Present value of obligation at the end of the year	**13.02**	**11.83**
(vi) Changes in Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Return on plan assets	-	-
Contributions by Employer	-	-
Benefits paid	-	-
Actuarial (gains) / losses	-	-
Fair Value of Plan assets at the end of the year	**-**	**-**
(vii) Bifurcation of present value of obligations into current and non-current		
Current Liability	3.08	2.64
Non-current Liability	9.93	9.19
(viii) Actuarial assumptions used in determining the obligation are		
Discount rate	6.80%	6.50%
Salary Escalation Rate	10.00%	10.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ult	Indian Assured Lives Mortality (2012-14) ult
Expected Return on Plan Assets	-	-
(ix) Maturity Profile of Defined benefit obligation (Valued on undiscounted basis):		
1 year	3.08	2.64
2 to 5 year	7.07	6.65
6 to 10 year	4.58	4.41
More than 10 year	4.64	3.11

Outstanding dues to micro, small and medium enterprises	For the Year Ended on 31st March, 2026	For the year Ended on 31st March, 2025
(x) Quantitative sensitivity analysis for significant assumptions		
Defined Benefits Obligation (Base)	13.02	11.83
Impact of change in discount rate		
Revised obligation at the end of the year		
-Due to increase of 1%	12.41	11.30
	(4.6)%	(4.5)%

-Due to decrease of 1%	13.68	12.41
	5.1%	4.9%
Impact of change in salary increase		
Revised obligation at the end of the year		
-Due to increase of 1%	13.66	12.25
	4.9%	3.6%
-Due to decrease of 1%	12.42	11.40
	(4.5)%	(3.6)%
Impact of change in attrition rate		
Revised obligation at the end of the year		
-Due to increase of 50%	12.26	11.27
	(5.8)%	(4.7)%
-Due to decrease of 50%	14.98	12.15
	15.1%	2.7%
Impact of change in mortality rate		
Revised obligation at the end of the year		
-Due to increase of 10%	13.02	11.83
	0.0%	0.0%
-Due to decrease of 10%	13.02	11.83
	0.0%	0.0%

Valuations of defined benefit plan are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit plans which are as follows:

Interest Rate Risk: The plan exposes the Company to the risk of a fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will, therefore, lead to an increase in the value of the liability (as shown in the financial statements).

Liquidity Risk: This is the risk that the Company may not be able to meet short-term gratuity payouts. This may arise due to non-availability of sufficient cash/cash equivalents to meet the liabilities or due to illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated based on the assumption of a future salary increase rate for plan participants. Any deviation in the actual rate of salary increase from the rate used in determining the present value of obligations will have an impact on the plan's liability.

Demographic Risk: The Company has used certain mortality and attrition assumptions in the valuation of the liability. The Company is exposed to the risk of actual experience being less favourable than the assumptions made.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of changes in regulations requiring higher gratuity payouts (e.g., an increase in the maximum limit on gratuity of ₹20,00,000 in absolute terms).

41. Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements.

Name	Nature	Country of Incorporation	Shareholding as on 31.03.2026	Shareholding as on 31.03.2025
Optimus Finance Limited	Ultimate Holding company	India		
Maximus International Limited	Subsidiary	India	57.58 % share held by Optimus Finance Limited	57.58 % share held by Optimus Finance Limited
Maximus Infra Ventures Limited	Subsidiary	India	100% share held by Optimus Finance Limited	NA

Maximus Global FZE	Step Down Subsidiary	United Arab Emirates (UAE)	100% share hold by Maximus International Limited	100% share hold by Maximus International Limited
Maximus Lubricants LLC*	Step Down Subsidiary	United Arab Emirates (UAE)	49% share hold by Maximus Global FZE	49% share hold by Maximus Global FZE
MX Africa Limited #	Step Down Subsidiary	Kenya	100% share hold by Maximus International Limited	100% share hold by Maximus International Limited
QUANTUM LUBRICANTS (E.A) LIMITED#	Step Down Subsidiary	Kenya	100% share hold by MX Africa Limited	100% share hold by MX Africa Limited

* 51% shares are held by local sponsor on behalf of Maximus Global FZE (MGF). MGF has acquired indirect control over the operations of Maximus Lubricant LLC (MLL) and hence MLL is subsidiary of MGF , and consequently, step down subsidiary of Maximus International Limited.

MX Africa Limited has acquired remaining 49% Equity shares in Quantum Lubricant (E.A) Limited w.e.f. 1st October 2022.

Name of the company	Net Assets, i.e. total assets minus total liabilities		Share in Profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated Profit and Loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent								
Optimus Finance Limited	19.38%	2,146.01	4.84%	47.25	0.00%	-	3.05%	47.25
(Previous Year)	22.03%	2,098.76	5.54%	53.22	0.00%	-	4.88%	53.22
Subsidiaries								
Indian Subsidiary								
Maximus International Limited	78.63%	8,705.95	54.66%	533.39	57.58%	328.83	55.74%	862.22
(Previous Year)	75.67%	7,208.53	55.26%	530.51	58.20%	75.65	55.61%	606.16
Maximus Infra Ventures Limited	-0.03%	(2.87)	-0.10%	(1.02)	0.00%	-	-0.07%	(1.02)
(Previous Year)	-0.02%	(1.84)	-0.30%	(2.84)	0.00%	-	-0.26%	(2.84)
Foreign Subsidiaries								
NA								
Intercompany Elimination and Consolidation Adjustments	-38.04%	(4,212.42)	0.00%	-	0.00%	-	0.00%	-
(Previous Year)	-37.55%	(3,577.22)	0.00%	-	0.00%	-	0.00%	-

Minority Interest in subsidiary	40.06%	4,436.02	40.60%	396.22	42.42%	242.26	41.27%	638.48
(Previous Year)	39.87%	3,797.54	39.50%	379.21	41.80%	54.32	39.77%	433.53
Total	100.00%	11,072.68	100.00%	975.84	100.00%	571.08	100.00%	1,546.93
	100.00%	9,525.76	100.00%	960.09	100.00%	129.97	100.00%	1,090.06

42. FAIR VALUE MEASUREMENTS

Financial instruments by category

Particulars	**As at March 31, 2026**			**As at March 31, 2025**		
	FVTPL	**FVOCI**	**Amortized Cost**	**FVTPL**	**FVOCI**	**Amortized Cost**
Financial Assets						
Investments						
- Equity Instruments (At Cost)	-	-	-	-	-	-
Trade Receivables	-	-	12,194.83	-	-	7,842.42
Cash and Cash Equivalents	-	-	137.55	-	-	1,059.35
Bank Balances other than Cash and Cash Equivalents	-	-	639.74	-	-	282.24
Loan	-	-	2,076.83	-	-	1,495.13
Other Financial assets	-	-	813.41	-	-	772.02
Total Financial Assets	**-**	**-**	**15,862.36**	**-**	**-**	**11,451.16**
Financial Liabilities						
Borrowings	-	-	3,890.17	-	-	2,294.16
Trade payables	-	-	3,770.41	-	-	2,524.39
Other Financial liability	-	-	10.75	-	-	12.35
Total Financial Liabilities	**-**	**-**	**7,671.33**	**-**	**-**	**4,830.90**

(I) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level follows underneath the table.

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at March 31, 2026	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets					
Financial Investments at FVTPL		-	-	-	-
Equity Instruments		-	-	-	-
Total Financial Assets		-	-	-	-
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at March 31, 2025	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investments at FVTPL		-	-	-	-
Equity Instruments		-	-	-	-
Total Financial Assets		-	-	-	-
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.
The group's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(ii) Valuation technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis.

The carrying amount of trade receivables, cash and cash equivalents, loan, trade payables, borrowings and other financial liabilities are considered to be the same as their fair value, due to their short - term nature.

43. FINANCIAL RISK MANAGEMENT

The group's Board of Directors has overall responsibility for the establishment and oversight of the group's risk management framework.

The group's risk management policies are established to identify and analyze the risks faced by the group, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities.

A. Credit risk
Risk for Loan
Credit risk is the risk of financial loss to the Group if customers or counter party to a financial instruments fails to meet its contractual obligations and arises principally from the Group's receivables from the loan extended to the customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants the loans. The Group has a comprehensive framework for monitoring credit quality of its loans primarily based on days past due monitoring at period end. Repayment by loans and customer portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse.

Risk for Trade Receivable
Credit risk is the risk of financial loss to the group if customers or counter party to a financial instruments fails to meet its contractual obligations and arises principally from the group's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the group grants the credit terms in the normal course of business. The group establishes an allowance for doubtful debts and impairment that represents its estimates of current losses in respect of trade and other receivables.

(i) Credit risk management

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

I. Actual or expected significant adverse changes in business;
II. Actual or expected significant changes in the operating results of the counterparty;
III. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
IV. Significant increase in credit risk on other financial instruments of the same counterparty;
V. Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the group. Where loans or receivables have been written off, the group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

ii) Trade Receivable

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customer, default risk of the industry and country in which the customer operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The group has used expected credit loss model for assessing the impairment loss.

Particulars	As on 31st March, 2026	As on 31st March, 2025
Trade Receivable	12336.12	7872.31
Allowance For Expected Credit Loss Allowance	141.29	29.89
Percentage	1.15%	0.38%

iii) Cash and Cash Equivalent

As at the year end, the Company held cash and cash equivalents of Rs. 137.55 Lakhs (PY Rs. 1,059.35 Lakhs). The cash and cash equivalents, other bank balances are held with banks having good credit rating.

iv) Loans

Particulars	As on 31st March, 2026	As on 31st March, 2025
Intercorporate deposits	2076.83	1505.94
Allowance For Expected Credit Loss Allowance	-	10.81
Percentage	0.00%	0.72%

v) Other Financial Assets

a) Interest Accrued on Deposits

Particulars	As on 31st March, 2026	As on 31st March, 2025
Interest Accrued on Deposits	2.20	-
Allowance For Expected Credit Loss Allowance	-	-
Percentage	0.00%	0.00%

b) Other financial assets are neither past over due nor impaired

Reconciliation of Expected loss allowance provision

Loss allowance as on 01-04-2024	**22.17**
Changes in loss allowance	18.53
Loss allowance as on 31-03-2025	**40.70**
Changes in loss allowance	100.59
Loss allowance as on 31-03-2026	**141.29**

(B) Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the group's short-term, medium-term and long-term funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

The tables herewith analyze the group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

(Rs. in Lakhs)

Particulars	Less than 1 year	More than 1 year	Total
As at March 31, 2026			
Non-derivatives			
Borrowing	3,389.44	500.73	3,890.17
Trade payables	3,770.41	-	3,770.41
Other financial liabilities	10.75	-	10.75
Total Non-derivative liabilities	**7,063.56**	**500.73**	**7,671.33**
As at March 31, 2025			
Non-derivatives			
Borrowing	1,805.68	488.48	2,294.16
Lease liability	1.74	-	1.74
Trade payables	2,524.39	-	2,524.39
Other financial liabilities	10.61	-	10.61
Total Non-derivative liabilities	**4,342.41**	**488.48**	**4,830.90**

(C) Market Risk

i. Price Risk

The group is mainly exposed to the price risk due to its investments in equity instrument. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risk are arises due to uncertainties about the future market values of these investments.

Management Policy

The group maintains its portfolio in accordance with the framework set by the Risk management Policies. Any new investment or divestment must be approved by the board of directors.

iii. Currency Risk

Currency Risk is the risk that the value of financial instrument will fluctuate due to changes in foreign exchange rates. Foreign Currency risk arise majorly on account of export sales, import purchase, and foreign loan given. The group's foreign currency exposures are managed in accordance with its foreign exchange risk management policy and are regularly reviewed by the group.

44. CAPITAL MANAGEMENT

Risk management

For the purpose of the group's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the group. The group manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The group's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders value. The group funds its operations through internal accruals. The management and Board of Directors monitor the return on capital.

45. Additional Disclosure

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.
(ii) The Group does not have any transactions with companies struck off.
(iii) The Group have not traded or invested in Crypto currency or Virtual Currency during the period/year.
(iv)The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)
(v) The Group is not declared as willful defaulter by any bank or financial Institution or other lender.
(vi) The Group has not entered into any scheme of arrangement during the year.
(vii) The Holding Company of the Group has two subsidiary in India and none of them have subsidiary in india. Therefore section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the company.
(viii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ix) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

46. The consolidated financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2026. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

47. The figures of previous year have been re-arranged, disclosed and regrouped wherever necessary to make them comparable with those of the current year.

As per Our report of even date
For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No. : 103824W

SD/-
Prashant Upadhyay
Partner
Membership No. 121218
Place: Vadodara
Date: 29th May, 2026

For and on Behalf of the Board of Directors

SD/-
Dipak Raval
(Whole Time Director)
DIN: 01292764

SD/-
Vinay Pandya
(Independent Director)
DIN: 08368828

SD/-
Milind Joshi
(Chief Financial Officer)

SD/-
Vruti Surti
(Company Secretary)
Place: Vadodara
Date: 29th May, 2026

Optimus Finance Limited

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