

# OPTIMUS FINANCE LIMITED

(FORMERLY KNOWN AS TRANSPER FINANCE LIMITED)

CIN: L65910GJ1991PLC015044

Regd. office Address: 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003. Tel No: 0265 – 2325321

Website: [www.optimusfinance.in](http://www.optimusfinance.in), E-Mail ID:- [info@optimusfinance.in](mailto:info@optimusfinance.in) / [optimusfinance@yahoo.com](mailto:optimusfinance@yahoo.com)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPER FINANCE LIMITED) WILL BE HELD ON SATURDAY, APRIL 30, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 301, ATLANTIS HERITAGE, DR. VIKRAM SARABHAI MARG, VADI – WADI, VADODARA – 390003, GUJARAT AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

SPECIAL BUSINESS:

**1. Issue of Convertible Equity Warrants on Preferential Basis:**

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

“**RESOLVED THAT** pursuant to provisions of Section 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as SEBI (ICDR) Regulations) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchange/s where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to the following Promoters/ Promoter Group of the Company and Strategic Investor/s, not forming part of the Promoter Group of the Company up to 20,00,000 (Twenty Lacs Only) Convertible Equity Warrants of face value of Rs.10/- each at Issue Price of Rs. 30/- (including premium amount of Rs. 20/- per Convertible Equity Warrant), convertible into 1(one) equity share of Rs. 10/- (Rupees Ten ) each at a price of Rs. 30/- (Rupees Thirty only) including premium of Rs. 20/- (Rupees Twenty only) being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations:

**A. Promoters, their relatives including persons acting in concert**

Sr. No.	Name of Proposed Allottee	No of Warrants proposed to be allotted
01	Sukruti Infratech Pvt. Limited	14,45,000

**B. Other Acquire/s (Non promoter)**

Bodies Corporate/strategic Investor

Sr. No.	Name of Proposed Allottee (Body Corporate / Strategic Investor)	No of Warrants proposed to be allotted
01	Veam Capitals Pvt. Limited	5,55,000
	<b>Total (A+B)</b>	<b>20,00,000</b>

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions (including price) in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT**

1. The Relevant Date for the purpose of determining the minimum Issue Price of the Warrants on Preferential basis under SEBI (ICDR) Regulations, 2009 and conversion thereof into equity shares of Rs. 10/- each shall be 30<sup>th</sup> March, 2016, which is thirty (30) days prior to the date of EGM, and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Rs. 10/- each at par as may be determined.
2. The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchange.

3. The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

**RESOLVED FURTHER THAT** the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants i.e. Rs. 7.50 per Warrant shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.
- ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.
- iv. Exercise of offer for conversion of warrants shall be at the sole option of warrant holders at any time within a period of 18 months from the date of allotment of warrants in accordance with SEBI (ICDR) Regulations, 2009.
- v. The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% i.e. Rs. 22.50 per Warrant.
- vi. The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government the allotment shall be completed by the company within a period of 15 days from the date of such approvals.
- vii. The details of monies utilized out of preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Director's Report of the Company, indicating the purpose for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in balance sheet of the Company indicating the form in which such unutilized monies have been invested.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions."

**"RESOLVED FURTHER THAT** the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the equity shares and be treated for all other purposes *pari passu* with the existing equity shares of the company and all the equity shares of the company and that the equity shares so allotted during financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years."

**"RESOLVED FURTHER THAT** the company shall ensure that whilst any warrants remaining exercisable, it will at all times keep available and reserve such part of its authorized but unissued share capital as would enable all outstanding warrants to be satisfied in full."

**"RESOLVED FURTHER THAT** the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the Bombay Stock Exchange Limited."

**"RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depositories Limited (NSDL) and the Central Depositories Services Limited (CDSL) for admission of new equity shares to be issued on conversion of warrants on preferential basis."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being

required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

**2. Adoption of new Articles of Association of the Company containing regulation in conformity with the Companies Act 2013:**

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

**“RESOLVED THAT** pursuant to the provision of Section 14 and all other applicable provision of the Companies Act 2013 read with Companies(Incorporation) Rules, 2014 and other applicable provision, if any of the Companies Act 2013 (including any Statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the article of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Article of Association of the Company.

**RESOLVED FURTHER THAT** the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred by the Resolution), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**3. Authorization for making Loans, giving Guarantee and making Investment in other Bodies Corporate:**

**SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any of the Companies Act, 2013 and such other approvals, contents, permissions or sanctions of any other appropriate authorities or entities including Banks/Financial Institutions, as the case may be, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors constituted or to be constituted for this purpose including any person or persons who may be authorized by the Board), to:

- (a) make loan to;
- (b) give any guarantee or provide security, in connection with a loan made by any other person to and;
- (c) acquire, by way of subscription, purchase or otherwise the securities including shares, scrips, stocks, bonds, debentures, Units under any mutual fund scheme, derivatives, or any other securities of like nature of Associate / Group Companies and new Companies incorporated as a special purpose vehicle or any incorporated company or body corporate, whether listed or unlisted, in India or abroad as the Board may deem fit;

to the extent of and not exceeding Rs. 10 Crores at any time, irrespective of the aggregate of such loan, guarantee, security and investment in securities exceed 60% of the Company’s paid up capital and free reserve or 100% of the Company’s free reserves, on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** Mr. Deepak Raval, Whole time director and Mr. Pankaj Parikh, Director be and are hereby authorized severally to divest money, demand before maturity, renew, rollover, subscribe and sign application forms, redemption forms, roll over forms, forms of renunciation, transfer deeds, demat applications, receipts and all other papers and documents, as may be required for making Loans, giving Guarantee and making Investment in other Bodies Corporate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Mr. Deepak Raval, Whole time director and Mr. Pankaj Parikh, Director be and are hereby severally authorized on behalf of the Company to do all acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise with regard to such loan, guarantee or investments or otherwise reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any 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 and to finalise and execute all the documents and writings as may be necessary or expedient to give effect to this Resolution.

By order of the Board of Directors of,  
**Optimus Finance Limited**  
(Formerly known as Transpek Finance Limited)

Sd/-  
Deepak Raval  
(Whole-Time Director & Company Secretary)  
DIN:-01292764

**Place:** Vadodara  
**Date:**29/03/2016

## **NOTES:**

1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto.
2. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.
3. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed.
5. Members are requested to bring their admission slip along with copy of the report to the Meeting.
6. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Extra-Ordinary General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.
11. The Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.
12. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
13. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.optimusfinance.in](http://www.optimusfinance.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [info@optimusfinance.in](mailto:info@optimusfinance.in) is requested to support this green initiative by registering / updating their e-mail addresses.
14. Members can request for a Ballot Form at Optimus Finance Limited (formerly known as Transpek Finance Limited), 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat) or they may also address their request through E-mail to: [info@optimusfinance.in](mailto:info@optimusfinance.in); Contact No. 02651-2345321/2325321.
15. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on April 23, 2016.
16. Members can cast their vote and send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Hemang M Mehta, Proprietor of H M Mehta & Associates, Practicing Company Secretaries, Tel.: 0265-2335878, E-mail: [hmmehtha65@gmail.com](mailto:hmmehtha65@gmail.com), so as to reach him on or before Thursday, April 28, 2016 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
17. The Results of voting shall be declared at the EGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.
18. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
19. The voting through electronic means will commence on Wednesday, 27th April, 2016, at 10.00am to Friday, 29th April, 2016, at 5.00pm. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.

### **Voting through electronic means**

The instructions for e-voting are as under:

- i. The e-voting period begins on Wednesday, 27th April, 2016, at 10.00am to Friday, 29th April, 2016, at 5.00pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 23<sup>rd</sup> April, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on Shareholders
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details held as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company Selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for <Optimus Finance Limited> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration for bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By order of the Board of Directors of,  
**Optimus Finance Limited**  
(Formerly known as Transpek Finance Limited)

Sd/-  
Deepak Raval  
(Whole-Time Director & Company Secretary)  
DIN:-01292764

Place: Vadodara  
Date: 29/03/2016

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, sets out all material facts relating to the business items of the accompanying notice.

#### **ITEM NO. 1:**

The Board of Directors of the Company ("the Board") at their meeting held on 18.03.2016 discussed the future plans of the Company and possible growth options. The present paid-up capital of the Company is Rs. 3.57 crore, which is a small amount considering vast financial products available in the market today, which can produce better results, if the Company has more funds for deployment. The proposed preferential issue will benefit the Company in the long run as the promoter and non-promoter are bringing the funds at a premium, which will benefit the Company as well as other shareholders of the Company. The proposed funds will give leverage to the Company to explore various financial products, which can give better return on investment. It was also felt that the present capital is small for the growth & investment activities, which Company intends to undertake in future. Based on the above discussions, the Board in order to raise resources to fund the future growth plans and expansion of the Company, to invest in marketable securities, to invest in wholly owned subsidiary; to grant loans/ICD (as the Company is NBFC); to repay loans/ICD taken, to meet working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue and allotment of 20,00,000 (Twenty Lacs only) Convertible Equity Warrants of face value of Rs. 10/- (Rupees Ten Only) each at a Issue Price of Rs. 30/- (including premium amount of Rs. 20/-) per Convertible Equity Warrants aggregating to Rs. 6,00,00,000/- (Rupees Six Crores Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Promoters/ Promoter Group of the Company and to the Strategic Investors, not forming part of the Promoter Group of the Company.

The present Authorized Capital of the Company is Rs. 7,50,00,000/- consisting of 75,00,000 equity shares of Rs. 10/- each & paid-up capital of the Company is Rs. 3,57,23,000/- consisting of 35,72,300 equity shares of Rs. 10/- each. After the proposed preferential issue (assuming full conversion of warrants into equity shares) the paid-up capital will be Rs. 5,57,23,000/- consisting of 55,72,300 equity shares of Rs. 10/- each. Hence, after the proposed preferential issue the paid-up capital of the Company is within the limit of the present authorized capital of the Company & there is no need to increase the authorized capital of the Company.

**Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto ["SEBI (ICDR) Regulations, 2009"]:**

**(i) Object of the Issue:**

The main object of the issue shall be for any one or in combination with any one or more of the purposes of Warrants convertible into Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, expansion plans; to meet long working capital requirements of the Company; to invest in marketable securities; to invest in wholly owned subsidiary; to grant loans/ICD & repay loans/ICDs taken by the Company; other general corporate purposes and to utilize the funds raised through the preferential issue in all kinds of finance activities as the Company is a registered NBFC.

**(ii) Relevant Date:**

The Equity Shares of the Company is listed on BSE Limited & it is frequently traded at the Exchange, during six months or two weeks preceding the relevant date i.e. 30/03/2016 as arrived at in accordance with the provisions of Regulation 71 of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009.

**(iii) Price of the Issue:**

The preferential allotment of 20,00,000 Warrants convertible into equity shares of the face value of Rs. 10/- each at a Issue Price of Rs.30/- (including premium amount of Rs. 20/- each on Convertible Equity Warrants), or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

**(iv) Payment & Conversion Terms:**

25% of the value of the Warrants (advance payment) shall become payable on the date of their allotment. The balance amount is payable at the time of conversion of Warrants into Equity Shares. In case the conversion option is not exercised within a period of 18 months from the date of allotment, the Company will effect forfeiture of the advance payment. The warrants are converted at the option of the allottees on payment of the balance amount of the issue price. The said advance payment shall be adjusted against the price payable subsequently for acquiring the resultant shares by the warrant holder upon conversion of warrants.

Upon receipt of the requisite payment as above, the Board shall allot one equity share against each warrant by appropriating Rs. 10/- per equity shares towards equity share capital.

The warrant by itself, till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the Company. Any of the Warrants convertible into Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

**(v) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:**

The Promoters/ Promoter Group of the Company, as detailed below intend to subscribe to the extent of 14,45,000 Warrants convertible into equity shares being 25.93% of the post issue capital of the Company:

Sr. No.	Name of the Allottees	Number of Equity Shares
1.	SUKRUTI INFRATECH PRIVATE LIMITED	1445000
<b>Total Promoters Contribution</b>		<b>1445000</b>

Except the above, there is no intention of the any other Promoters, Directors and Key Management Persons of the Company to subscribe to the present Preferential Issue.

(vi) **Shareholding Pattern before and after the Proposed Preferential Issue:**

Category	Pre-Issue Equity Holdings		Allotment of Securities		Post-Issue Equity Holdings *(Assuming full allotment of 5572300 equity shares)	
	No. of Shares	% of Share Holding	No. of Securities	% of Holding	No. of Shares	% of Share Holding
<b>1) Promoter Holdings</b>						
a. Indian Promoters	2582210	72.28	1445000	72.25	4027210	72.27
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
<b>Sub-Total</b>	<b>2582210</b>	<b>72.28</b>	<b>1445000</b>	<b>72.25</b>	<b>4027210</b>	<b>72.27</b>
<b>2) Non-Promoters Holding</b>						
a. Resident Indians (Individuals, HUF)	983090	27.52	0	0.00	983090	17.64
b. Bodies Corporate	0	0.00	555000	27.75	555000	9.96
c. NRI/FI/FII/NRR	7000	0.20	0	0.00	7000	0.13
d. Others(Trust)	0	0.00	0	0.00	0	0.00
<b>Sub-Total</b>	<b>990090</b>	<b>27.72</b>	<b>555000</b>	<b>27.75</b>	<b>1545090</b>	<b>27.73</b>
<b>Total</b>	<b>3572300</b>	<b>100.00</b>	<b>2000000</b>	<b>100.00</b>	<b>5572300</b>	<b>100.00</b>

\* On assumption that entire 2000000 Warrants will be converted into Equity Shares.

(vii) **The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:**

- A. The proposed allottees of 2000000 equity warrants issued pursuant to the Special Resolution at Item No. 1 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment	No. & % of Equity Shares to be Issued And Allotted (Assuming Full Conversion)	No. & % of Post Issue Equity And Voting Share Capital*(Assuming full allotment of 5572300 equity shares)
<b>Promoters And Promoter Group:</b>					
1	SUKRUTI INFRATECH PRIVATE LIMITED	Mrs. Alpana R. Gandhi & Mr. Pankaj K.Parikh	25,82,210	14,45,000	72.25, 40,27,210, 72.27
<b>Non-Promoter Group:</b>					
2	VEAM CAPITAL PRIVATE LIMITED	Mr Bhavesh A. Dudhrejiya & Mr. Sanjay K. Mulchandani	NIL	5,55,000	27.75, 5,55,000, 9.96
Total			25,82,210	20,00,000	100.00, 45,82,210, 82.23

\* On assumption that entire 2000000 Warrants will be converted into Equity Shares.

(viii) **Proposed time within which allotment shall be completed:**

The Board proposes to allot the Convertible Equity warrants within a period of 15 (fifteen) days of the date of passing of resolution at EGM or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

(ix) **Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

(x) **Lock-in :**

The aforesaid allotment of Equity Shares (after conversion of warrants into equity shares) arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

**(xi) Change in the control or composition of the Board :**

Subsequent to the proposed issue of Warrants convertible into equity shares, (assuming full conversion) on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the convertibility of Warrants into equity shares.

**(xii) Undertakings :**

- (i) The Issuer Company undertakes that they shall re-compute the price of the Convertible Equity Warrants issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

**(xiii) Auditor`s Certificate :**

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Warrants convertible into Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting and at the meeting.

Further, under section 23, 42 & 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with BSE Limited.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

Your Directors recommend the Special Resolution for the approval of Members.

**ITEM NO. 2:**

The Articles of Association ("AOA") of the Company as presently in force since incorporation of the Company, are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific section of the Companies Act, 1956, which are no longer in conformity with the provision of the Companies Act 2013 ("Act").

The Act is now largely in force bearing those provisions which require sanction/ confirmation of the National Company Law Tribunal ("Tribunal").

With the coming in to force of the Act, several regulation of the existing AOA of the Company require alteration or deletions in the several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

A new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model Article of Association for a Company limited by shares.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

None of the directors/ Key Managerial Personnel of the Company/ their relatives are in any way, shareholders.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval by the Members.

**ITEM NO. 3**

Your Directors envisages that in the ordinary course of its business, the Company might be having surplus funds which could be suitably deployed for strengthening its business activities in a more efficient manner.

The surplus funds could be invested in mutual funds, Shares / Securities of the Companies listed on BSE and NSE. This would add to the value. Moreover, the Company has subsidiary Company to pursue its objectives. The Company would also harness profitable opportunities in new companies floated to pursue new business with new projects or existing projects or other public and non-public companies or bodies corporate, in India or outside India. Moreover, The Company would also require giving corporate guarantees for companies for availing loan from banks, in future.



In order to benefit from above referred opportunities, it is felt necessary to make enabling provision for the Company.

As per Section 186 of the Companies Act, 2013, approval of the shareholders by way of Special resolution is required when the aggregate of loan, guarantee and investment in other companies exceed 60% of the paid-up capital and free reserves or 100% of free reserves, whichever is higher, of the Company. However, this is not applicable to the investment in shares of, loan given to and guarantee towards loan made to wholly owned subsidiary of the Company.

As per latest audited financial statements as of 31<sup>st</sup> March, 2015, the paid Up Share Capital of the Company stood at Rs. 3,57,23,000/-. The free reserves of the Company stood at (-) Rs. 72,56,709/-. Accordingly, the Company is entitled to apply about Rs. 1,70,00,000/- for making Loans, giving Guarantee and making Investment in other Bodies Corporate.

Looking to the business requirements and to enable the Directors to use the funds of the Company with wider choice in the paramount interest of the Company, it is proposed to authorize them for making loans, giving guarantees and making investments in other companies upto a limit / ceiling of Rs. 10 crore which may exceed the aforesaid ceilings provided under Section 186 of the Act.

The special resolution set out at item no. 03 of the accompanying Notice is recommend by the Board for approval of the shareholders.

None of the Directors of the Company are interested in the aforesaid resolution.

By order of the Board of Directors of,  
**Optimus Finance Limited**  
(formerly known as Transpek Finance Limited)

Sd/-  
Deepak Raval  
(Whole-Time Director/Company Secretary)  
DIN:-01292764

Place:Vadodara  
Date: 29/03/2016

**OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED)**  
301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat)  
Tel No: 0265 – 2345321/2325321, E-Mail ID:- info@optimusfinance.in, Website: [www.optimusfinance.in](http://www.optimusfinance.in)  
**CIN: L65910GJ1991PLC015044**

**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Extra - Ordinary General Meeting of the Company to be held on Saturday 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat).

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

**OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPER FINANCE LIMITED)**  
 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat)  
 Tel No: 0265 – 2345321/2325321, E-Mail ID:- info@optimusfinance.in, Website: [www.optimusfinance.in](http://www.optimusfinance.in)  
**CIN: L65910GJ1991PLC015044**

**FORM NO MGT-11  
 PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: **OPTIMUS FINANCE LIMITED (FORMERLY KNOWN AS TRANSPER FINANCE LIMITED)**  
 Regd. Office: 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat)

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name..... Address.....  
 Email ID ..... Signature..... or failing him/her
- (2) Name..... Address.....  
 Email ID ..... Signature..... or failing him/her
- (3) Name..... Address.....  
 Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting of the Company, to be held on Saturday 30<sup>th</sup> April, 2016 at 11.00 a.m. at the Registered Office of the Company situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara – 390003 (Gujarat) and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.		For (Assent)	Against (Dissent)
<b><u>Special Business</u></b>			
ITEM NO. 1.	To Authorize Board to Issue Convertible Equity Warrants on Preferential Basis		
ITEM NO. 2.	To approve adoption of new Articles of Association of the Company containing regulation in conformity with the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp Re 1/-
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Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**From No. MGT-12  
Polling Paper**

*[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company		<b>OPTIMUS FINANCE LIMITED (PREVIOUSLY KNOWN AS TRANSPEK FINANCE LIMITED)</b>		
Registered Office		CIN: L65910GJ1991PLC015044 Regd. Office Address: 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara-390003 Tel: 0265-2325321 Website: <a href="http://www.optimusfinance.in">www.optimusfinance.in</a> E-mail: <a href="mailto:info@optimusfinance.in">info@optimusfinance.in</a> / <a href="mailto:optimusfinance@yahoo.com">optimusfinance@yahoo.com</a>		
Sr.No	Particulars	Details		
1	Name of the First Named Shareholder ( In Block Letter)			
2	Postal Address			
3	Registered Folio No. / Client ID No.			
4	Class of Share	Equity Shares		
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	To approve issue of Convertible Equity Warrants on preferential basis (Special Resolution)			
2	To approve adoption of new Articles of Association of the company containing regulations in conformity with the Companies Act, 2013 (Special Resolution)			
Date: Place:				
(Signature of the Shareholder)				

**OPTIMUS FINANCE LIMITED  
(FORMERLY KNOWN AS TRANSPEK FINANCE LIMITED)**

CIN: L65910GJ1991PLC015044

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

Tel: 0265-2325321

Website: [www.optimusfinance.in](http://www.optimusfinance.in)

E-mail: [info@optimusfinance.in](mailto:info@optimusfinance.in) / [optimusfinance@yahoo.com](mailto:optimusfinance@yahoo.com)

Book - Post

Printed  
Matter

If undelivered, please return to:

**OPTIMUS FINANCE LIMITED**

Regd. Office : 301, Atlantis Heritage,

Dr. Vikram Sarabhai Marg, Vadi-wadi,

Vadodara-390003