VERTEX SECURITIES LIMITED
Regd Office : Thottathil Towers, II Floor Market Road,Ernakulam,
Kochi - 682018, Telephone : 0484 - 2384848
Website : www.vertexbroking.com
E-Mail : compliance@vertexbroking.com
CIN - L67120KL1993PLC007349

September 03, 2026

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code:531950

Dear Sir/Madam,

Subject: Notice of 33rd Annual General Meeting ("AGM") of Vertex Securities Limited ("the Company") for the Financial Year 2025-26

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 33rd AGM of the Company scheduled to be held on Tuesday, September 29, 2026 at 4:00 p.m. IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The said Notice forms part of the Annual Report of the Company for the financial year 2025-26 and is also available on the Company's website at www.vertexbroking.com and NSDL website at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For **Vertex Securities Limited**

VENKITESH IYER
Digitally signed by VENKITESH IYER
Date: 2026.09.03 20:26:20 +05'30'

Venkitesh Iyer
Company Secretary & Compliance Officer
ACS: A77011

Encl: a/a

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting ("AGM") of the Members of Vertex Securities Limited (VSL) will be held through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") on Tuesday, September 29, 2026 at 4:00 p.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with Report of the Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Kumar Nair (DIN: 00320541), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the continuation of appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as Managing Director & CEO of the Company beyond the age of 70 years**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 196(3)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the continuation of the appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as the Managing Director & Chief Executive Officer of the Company beyond the age of 70 (Seventy) years, upon his attaining such age during his current tenure, on the existing terms and conditions of his appointment, as approved by the Members from time to time**;**

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To approve Material Related Party Transaction(s) between the Company (VSL) and Transwarranty Finance Limited ("TFL"), Promoter Group Entity**

   To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's related party transaction policy and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing, Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations, with Transwarranty Finance Limited ("TFL"), Promoter Group Entity and a Related Party of the Company, as detailed in the explanatory statement to this Resolution, on such terms and conditions as mentioned therein and as may be mutually agreed between the Company and TFL, for a period commencing from the Thirty Third Annual General Meeting up to the date of the Thirty Fourth Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis;

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent 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."

5. **To approve Material Related Party Transaction(s) between the Company (VSL) and Vertex Commodities and Finpro Private Limited ("VCFPL"), a Subsidiary Company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's related transactions policy and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing, Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations, with Vertex Commodities and Finpro Private Limited ("VCFPL"), a Subsidiary Company and a Related Party of the Company, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the Company and VCFPL, for a period commencing from the Thirty Third Annual General Meeting up to the date of the Thirty Fourth Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent 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."

6. **To approve Material Related Party Transaction(s) between Vertex Commodities and Finpro Private Limited ("VCFPL"), Subsidiary Company and Transwarranty Finance Limited (TFL), a Promoter Entity.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED** that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's related party transaction policy and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members be accorded to the (VCFPL) to enter into/ continue with the existing, Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations, with Transwarranty Finance Limited (TFL), a Promoter Entity of VSL and a Related Party of the Company, as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between VCFPL and TFL, for a period commencing from the Thirty Third Annual General Meeting up to the date of the Thirty Fourth Annual General Meeting of the Company to be held in the year 2027, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent 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."

By Order of the Board of Directors
VERTEX SECURITIES LIMITED

Sd/-
Venkitesh Iyer
Company Secretary & Compliance Officer
Membership No: A77011

Registered Office:
Thottathil Towers, 2nd Floor,
Market Road, Ernakulam,
Kochi-682018, Kerala
CIN: L67120KL1993PLC007349
Email: secretarial@vertexbroking.com
Website: www.vertexbroking.com
Tel: 0484 2384848; Fax: 0484 2394209
Date: July 30, 2026
Place: Kochi

Notes:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 33rd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 33rd AGM of the Company will be held through VC/OAVM.

2. PURSUANT TO THE PROVISION OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.

   However, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

   Further, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to csymsharma@gmail.com with a copy marked to the Company at secretarial@vertexbroking.com and to its RTA at rnt.helpdesk@in.mpms.mufg.com.

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 for 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, Remuneration and Compensation 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 reckoning the quorum under Section 103 of the Act.

5. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means in respect of the business to be transacted at the AGM through e-voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM") will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vertexbroking.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

The remote e-voting period commences on Friday, September 25, 2026 9:00 a.m. and ends on Monday, September 28, 2026 at 5.00 p.m. During this period, the Members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2026 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

Step 1: Access to NSDL e-voting system

A. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, ‘e-voting facility provided by Listed Companies’, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3. If you are 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
	4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing Myeasi username and password.
	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. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.

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

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

Login type	**Helpdesk details**
NSDL	Email: evoting@nsdl.com / Tel.: 022 - 4886 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800-21-09911

B. **Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

1. 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.

2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email address is registered in your demat account or with the company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email address is not registered, please follow steps mentioned below in process for those shareholders whose email addresses are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

   a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select 'EVEN' of the Company for casting your vote during the remote e-voting period and during the General Meeting. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VI. The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and password for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to secretarial@vertexbroking.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to secretarial@vertexbroking.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorisation, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email to csysharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Deputy Vice-President - NSDL at evoting@nsdl.com.

4. The Board of Directors has appointed M/s. Yogesh Sharma & Co, Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366) as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.

5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior to the AGM) and shall make, not later than two working days from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

6. The results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website at www.vertexbroking.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@vertexbroking.com. The same will be replied by the Company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@vertexbroking.com between September 15, 2026 (9.00 a.m. IST) to September 22, 2026 (5.00 p.m. IST). Only those Members who have pre-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.

By Order of the Board of Directors
VERTEX SECURITIES LIMITED

Sd/-
Venkitesh Iyer
Company Secretary & Compliance Officer
Membership No: A77011

Registered Office:
Thottathil Towers, 2nd Floor,
Market Road, Ernakulam,
Kochi-682018, Kerala
CIN: L67120KL1993PLC007349
Email:secretarial@vertexbroking.com
website: www.vertexbroking.com
Tel: 0484 2384848; Fax: 0484 2394209

Date: July 30, 2026

Place: Kochi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")

As required by Section 102 of the Act and/or the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 6 of the accompanying Notice dated July 30, 2026.

Item No. 2

Re-appointment of Mr. Kumar Nair (DIN: 00320541), who retires by rotation

Brief profile:

Mr. Kumar Nair has over three decades of experience in Financial Services, Capital Market and Investment Banking. Prior to his current stint with the Company, he was a key member of the core senior management team at Kotak Mahindra Finance Limited.

Other Information:

Name of the Director	Mr. Kumar Nair
Director Identification Number	00320541
Designation	Executive Director & Chairman
Date of Birth	24/03/1962
Qualifications	B.Sc., FCA and OPM (Harvard Business School)
Brief Profile and Expertise including nature of expertise in specific functional areas	He has over 35 years of experience in Financial Services, Capital Market and Investment Banking. He was a key member of the core senior management team in Kotak Mahindra Finance Ltd.
Terms and conditions of appointment/re-appointment	Re-appointment as a Director, liable to retire by rotation
Date of first appointment	31/07/2008
Remuneration last drawn (FY 2026)	Nil
Remuneration payable	Nil
No. of shares held	1,32,77,543 Equity Shares of Rs. 2 each
Inter-se relationship with other Directors /Manager/ Key Managerial Personnel of the Company	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2026	7 out of 7
Directorships held in other entities	1. Transwarranty Finance Limited 2. Vertex Commodities & Finpro Private Limited 3. Transwarranty Capital Market Services Private Limited 4. Consolidated Eutectics (Kolhapur) Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil
Committee position held in other Companies	Member in Audit Committee and Stakeholders Relationship Committee in Transwarranty Finance Limited

Save and except Mr. Kumar Nair, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2 of the Notice for approval of the Members.

For Item No. 3

Continuation of appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as Managing Director & Chief Executive Officer beyond the age of 70 Years

Mr. Ramachandran Unnikrishnan (DIN: 00493707) is the Managing Director & Chief Executive Officer of the Company and has been providing strategic leadership and direction to the Company. During his tenure, he has played a pivotal role in strengthening the Company's business, driving operational excellence, and creating long-term value for all stakeholders.

Mr. Ramachandran Unnikrishnan will attain the age of 70 (Seventy) years during his current tenure as Managing Director & Chief Executive Officer of the Company.

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a Managing Director, Whole-time Director or Manager who has attained the age of 70 (Seventy) years unless such continuation is approved by the Members by way of a Special Resolution.

Considering his rich experience, leadership, industry knowledge, significant contribution to the growth and performance of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors, at its meeting held on July 30, 2026, approved and recommended to the Members the continuation of the appointment of Mr. Ramachandran Unnikrishnan as the Managing Director & Chief Executive Officer of the Company beyond the age of 70 (Seventy) years, on the existing terms and conditions of his appointment.

The Board is of the opinion that the continued association of Mr. Ramachandran Unnikrishnan as the Managing Director & Chief

Executive Officer beyond the age of 70 (Seventy) years would be in the best interests of the Company and its stakeholders.

Except Mr. Ramachandran Unnikrishnan and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members.

Context for Item No. 4, 5 and 6

Material Related Party Transactions

Regulation 23 of the SEBI Listing Regulations, *inter alia*, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. 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 Rs.1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) 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 any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis.

Considering the quantum of transactions, approval of the Members is sought pursuant to Regulation 23 of the SEBI LODR Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 ("SEBI Master Circular"). The explanatory statement also includes the disclosures as required under the Industry Standards on "Minimum information to be provided to the Shareholders for approval of Related Party Transactions" ("Industry Standards") formulated by Industry Standard Forum in consultation with the SEBI, for the following specific Material Related Party Transactions as detailed.

It is in the above context that, Resolution Nos. 4 and 5 are placed for approval of the Members of the Company.

Item No. 4

Details of Material Related Party Transactions between the Company ("VSL") and Transwarranty Finance Limited ("TFL"), a Promoter company

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Transwarranty Finance Limited
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Non-Banking Finance Company (NBFC)

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company is an Associate of TFL, Public Limited Company. Nil

	• 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
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	As on March 31, 2026, TFL directly held 26.52% (fully paid) shares on fully diluted basis in Paid-Up Share Capital of VSL.

<table>
<tr><td colspan="3">A(3) Details of previous transactions with the Related Party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last two financial years.</td><td>a. Details of transactions undertaken between the Company and TFL
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY 2024-25 Amount (Rs. in lakhs)</th><th>FY 2025-26 Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>ICD's/Loans/Advances taken</td><td>-</td><td>100.00</td></tr>
<tr><td>2.</td><td>Corporate Guarantee received from TFL and the security provided to the Company by way of mortgage of TFL's property to the Bank for availing credit facilities for the Company</td><td>700.00</td><td>700.00</td></tr>
<tr><td>3</td><td>Interest paid</td><td>-</td><td>0.78</td></tr>
<tr><td>7</td><td>Expenses incurred (including reimbursement)</td><td>10.88</td><td>7.49</td></tr>
<tr><td colspan="2">TOTAL</td><td>710.88</td><td>808.27</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 0.34 lakhs paid towards reimbursement of expenses</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>NIL</td></tr>
</table>

<table>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>The amount of proposed transaction being placed for approval in the shareholders of the Company</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Value of Proposed Transaction (Rs. in lakhs)</th></tr>
<tr><td>ICD's/Loans/Advances taken/ to be taken</td><td>1000</td></tr>
<tr><td>Guarantees received/ to be received (to the extent of the actual utilisation under the relevant facility) and/or Security/ indemnity/ comfort letter etc. received /to be received</td><td>2000</td></tr>
<tr><td>Interest Paid /to be Paid</td><td>200</td></tr>
<tr><td>Expenses incurred/ to be incurred (including reimbursements)</td><td>200</td></tr>
<tr><td>Income received/ to be received</td><td>200</td></tr>
<tr><td>Sale / Purchase of Investments</td><td>1000</td></tr>
<tr><td>Sale / Purchase of Assets</td><td>1000</td></tr>
<tr><td>Total</td><td>5600</td></tr>
</table></td></tr>
</table>

<table>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year</td><td>The value of the proposed transactions of Rs.5600 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>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 financial year, if available</td><td>The value of the proposed transactions of Rs. 5600 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>6.</td><td>Financial Performance of the Related Party for the immediately preceding financial year</td><td>The Financial Performance of TFL, on Standalone basis for the Financial Year ended 31st March 2026 is stated below:
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>Turnover</td><td>755.33</td></tr>
<tr><td>2.</td><td>Profit after Tax</td><td>(204.52)</td></tr>
<tr><td>3.</td><td>Net Worth</td><td>3401.20</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>A(5) Basic details of the proposed transactions</th><th></th></tr>
<tr><td></td><td>
<table>
<tr><th>Sr. No.</th><th>Specific Type of the Proposed Transaction</th><th>Details of the Proposed Transaction</th><th>Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>ICDs/Loans/ taken/to be taken</td><td>Loans may be taken in one or more tranches to meet urgent short-term working capital needs.</td><td>1000</td></tr>
<tr><td>2.</td><td>Guarantees/Surety/ Indemnity/Comfort letters etc. received/ to be received</td><td>Guarantees will be taken and/or Surety, indemnity, comfort letter will be taken to provide collateral security to the Bankers to avail credit facilities from them for the Company</td><td>2000</td></tr>
</table></td></tr>
</table>

3.	Interest Payment/ Expenses	Interest is payable on ICDs/ Loans/borrowings, received/to be received and certain expenses may be incurred from time to time.	400
4.	Interest /Other Income	Income is received/to be received for the services rendered/to be rendered in transactions.	200
5.	Sale/ Purchase of Investments	These transactions may arise with some group strategic decisions for / sale/ purchase of Shares in the group Company in the overall interest of the Group.	1000
6.	Sale/ Purchase of assets	These transactions may arise with some group level decisions to enhance the operational efficiency within the group.	1000
		Please refer to A(4)1 above	

Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027
Whether omnibus approval is being sought?	Yes
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with TFL, Promoter company are in the ordinary course business and are at arm's length basis. They aim to optimize financial, operational and managerial resources, financing efficiently and thereby strengthening groups consolidated performance.
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 b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Kumar Nair, Chairman of the Company is the MD & CEO of TFL and he holds 51.45 % shares in TFL. 2. Mr. Ramachandran Unnikrishnan, Managing Director of the Company is the Director and CFO of TFL and he holds 0.53% shares in TFL. 3. Mr. George Joseph Mampillil, Non-Executive Non-Independent Director of the Company holds 0.36% shares in TFL. Except to the extent of the shareholding and Directorships/ KMP, none of the Promoters, Directors & KMP have any interest in the transactions whether Directly or Indirectly.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
Any other information relevant for decision making	NIL

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Considering the intra group nature of the transaction, no separate bidding or selection process is undertaken.
2.	Basis of determination of Price	Generally, market related / Benchmarked to similar services provided/ received by external agents.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether same is self-liquidating?	NA

B(5) and C(4): Disclosure *only* in case of transactions relating to borrowings by the listed entity or itssubsidiary

1.	Material covenants of the proposed transaction	The proposed transactions of availing of fund based and non-fund based loans and inter Corporate Deposits or any other form of debt (collectively referred as Borrowings) would be purely operational/ integral part of the operations of the Company and are/will be entered in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates. Borrowings if availed shall be unsecured and at prevailing market rate of interest and on arms length basis after considering appropriate benchmarks and subject to the terms and conditions as approved by the Audit Committee and/or the Board of Directors , as may be applicable from time to time. The Borrowings shall be availed on short/ long term basis and in one or more tranches from time to time.
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	Generally 12% P.A., depending on the market circumstances.
3.	Cost of borrowing	No additional associated cost except for payment of interest, stamp duty, statutory expenses etc is envisaged.
4.	Maturity / due date	The Borrowings shall be availed for short/ long term basis and in tranches from time to time during the period commencing from ensuing AGM uptill the AGM held in the year 2027.
5.	Repayment schedule & terms	The borrowing shall be repayable based on the agreed terms and conditions agreed upon by the parties mutually

6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for by the Company to meet its working capital requirements from time to time and for general corporate and business purposes.
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	0.33
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	(0.49)

B(6) and C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	The transaction may take place if restructuring of the Group is decided. Bidding process etc may not be applicable.
2.	Basis of determination of price.	The prices will be determined based on the market. The Valuation Report will be obtained, if required under Regulations.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	The proposed transaction is intended to simplify the existing shareholding structure and streamline the ownership of the group companies. The transaction shall be undertaken in compliance with the applicable provisions of the SEBI Listing Regulations, Companies Act, 2013 and other necessary approvals.
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable at this stage.
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. a. Expected impact on turnover b. Expected impact on net worth c. Expected impact on net profits	Cannot be decided at this stage.
6.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Nil
7.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	Any ascertainment regarding issue of securities or consideration in kind to related party at this stage will not provide a meaningful representation .
8.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	NA

9.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
10.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Nil

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

Director(s) of the Company who are also director(s) on the board of Subsidiary/Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no Related Party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 4 whether the entity is a Related Party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

To approve Material Related Party Transaction(s) between the Company (VSL) and Vertex Commodities and Finpro Private limited ("VCFPL"), a Subsidiary Company

Details of Material Related Party Transactions between the Company (VSL) and Vertex Commodities and Finpro Private Limited (VCFPL), Subsidiary Company

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Vertex Commodities and Finpro Private Limited (VCFPL)
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Commodity Broking

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Vertex Commodities and Finpro Private Limited, is the Subsidiary Company of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	VSL directly holds 61.15 % of the shares in VCFPL.
	• 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
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	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 two financial years.	**a. Details of transaction undertaken between the Company and VCFPL** (see table below)
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	Rs. 0.27 lakhs advance paid towards expenses
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NIL

a. Details of transaction undertaken between the Company and VCFPL

Sr. No.	**Nature of transactions**	**FY 2024-25 Amount (Rs. in Lakhs)**	**FY 2025-26 Amount (Rs. in Lakhs)**
1.	ICDs/Loans/Advances given	126.40	205.00
2.	ICDs/Loans/Advances repaid / cleared	126.40	205.00
3.	Expenses Incurred (including reimbursement of expenses)	5.75	1.89
4.	Interest received	0.34	0.07
TOTAL		**259.89**	**411.96**

<table>
<tr><th colspan="3">A(4) Amount of the proposed transactions</th></tr>
<tr><td>1.</td><td>The amount of proposed transaction being placed for approval in the shareholders of the Company</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Value of Proposed Transaction (Rs. in lakhs)</th></tr>
<tr><td>ICDs/Loans/Advances taken/ to be taken</td><td>500</td></tr>
<tr><td>Expenses Incurred / to be incurred (including reimbursement)</td><td>25</td></tr>
<tr><td>Interest received/ to be received</td><td>10</td></tr>
<tr><td>Income received/ to be received</td><td>25</td></tr>
<tr><td>Total</td><td>560</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year</td><td>The value of the proposed transactions of Rs.560 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>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 financial year, if available</td><td>The value of the proposed transactions of Rs.5600 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>6.</td><td>Financial Performance of the Related Party for the immediately preceding financial year</td><td>The Financial Performance of Related Party (VCFPL), on Standalone basis for the Financial Year ended 31st March 2026 is stated below:
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>Turnover</td><td>Nil</td></tr>
<tr><td>2.</td><td>Profit after Tax</td><td>(14.25)</td></tr>
<tr><td>3.</td><td>Net Worth</td><td>224.98</td></tr>
</table>
</td></tr>
</table>

A(5) Basic details of the proposed transactions

	Sr. No.	Specific Type of the Proposed Transaction	Details of the Proposed Transaction	Amount (Rs. in lakhs)
	1	ICD/Loan given/to be given	Loans may be given in one or more tranches to meet urgent working capital needs.	500
	2.	Expenses Payment	Certain expenses may be incurred from time to time.	25

		3.	Interest Income/ Other Income	Interest will be received on loans given. Income will be received for certain transactions.	35
	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027			
	Whether omnibus approval is being sought?	Yes			
	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with VCFPL, Subsidiary Company, are in the ordinary course business and are at arm's length basis. They aim to optimize financial, operational and managerial resources, financing efficiently, thereby strengthening Vertex group's consolidated performance.			
	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. d. Name of the director/KMP e. Shareholding of the director / KMP, whether direct or indirect, in the related party	The Company holds 61.15% shares in VCFPL. Mr. Kumar Nair, the Chairman of the Company is the promoter of both the Companies. He holds only 1 share as a Nominee in VCFPL. Mr. Ramachandran Unnikrishnan, MD & CEO of the Company does not hold any shares of VCFPL. Except to the extent of the Directorships, none of the Promoters, Directors, KMPs, have any interest in the transaction whether Directly or Indirectly.			
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA			
	Any other information relevant for decision making	NIL			

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Considering the intra group nature of the transaction, no separate bidding or selection process is undertaken.
2.	Basis of determination of Price	Generally, market related / Benchmarked to similar services provided/ received by external agents.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether same is self-liquidating?	NA

B(2) and C(1): Disclosure only in case of transactions relating to 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	Internal accruals/ from Inter Corporate Borrowing
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	The Company may require to borrow funds payable on demand internally from group Companies.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Generally, 14% to 15% p.a, depending on the market circumstances.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall not be lower than the prevailing yield of 1 year, closest to the tenor of the loan.
5.	Maturity / due date	1 year, repayable on Demand
6.	Repayment schedule & terms	Repayable on Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the Short term working capital needs
10.	Latest credit rating of the related party	No Credit Rating taken.
11.	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. 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 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.	NIL No No No No

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

Director(s) of the Company who are also director(s) on the board of Subsidiary/Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 5 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

Details of Material Related Party Transactions between Vertex Commodities and Finpro Private Limited (VCFPL), Subsidiary of Listed Entity Vertex Securities Limited (VSL) and Transwarranty Finance Limited (TFL), Promoter Company

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Transwarranty Finance Limited (TFL)
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Non-Banking Financial Company (NBFC)

A(2) Relationship and Ownership of the Related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	VCFPL, is the Subsidiary of the Listed entity, Vertex Securities Limited (VSL). VSL is an Associate of Company of TFL. VCFPL is also an Associate company of TFL.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	VCFPL does not hold any shares in TFL.
	• 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
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Transwarranty Finance Limited hold 38.85% shares in Vertex Commodities and Finpro Private Limited.

<table>
<tr><th colspan="3">A(3) Details of previous transactions with the Related Party</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last two financial years.</td><td>a. Details of transaction undertaken between the VCFPL and TFL
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY 2024-25 Amount (Rs. in lakhs)</th><th>FY 2025-26 Amount (Rs. in lakhs)</th></tr>
<tr><td>1.</td><td>ICD’s/Loans/Advances given</td><td>119.00</td><td>205.00</td></tr>
<tr><td>2.</td><td>ICD’s/Loans/Advances repaid / cleared</td><td>119.00</td><td>205.00</td></tr>
<tr><td>3.</td><td>Interest received</td><td>37.63</td><td>37.80</td></tr>
<tr><td colspan="2">TOTAL</td><td>275.63</td><td>447.8</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 8.43 lakhs received towards Interest.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
</table>

<table>
<tr><th colspan="3">A(4) Amount of the proposed transactions</th></tr>
<tr><td>1.</td><td>The amount of proposed transaction being placed for approval in the shareholders of the Company</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Value of Proposed Transaction (In Lakhs)</th></tr>
<tr><td>ICD’s/Loans/Advances given/ to be given
ICD’s/Loans/Advances taken/ to be taken</td><td>500
500</td></tr>
<tr><td>Interest Paid /to be Paid</td><td>50</td></tr>
<tr><td>Expenses Incurred / to be incurred (including reimbursement)</td><td>50</td></tr>
<tr><td>Interest received/ to be received</td><td>50</td></tr>
<tr><td>Income received/ to be received</td><td>50</td></tr>
<tr><td>Total</td><td>1200</td></tr>
</table></td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the Listed Entity’s annual consolidated turnover for the immediately preceding financial year</td><td>The value of the proposed transactions of Rs. 1200 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
</table>

<table>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of the Subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transactions of Rs. 1200 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>5.</td><td>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 financial year, if available</td><td>The value of the proposed transactions of Rs. 1200 lakh will comprise of ongoing receipts and payments in the form of loans and expenses incurred and income. However, the percentage has not been disclosed as it may not provide for meaningful representation.</td></tr>
<tr><td>6.</td><td>Financial Performance of the Related Party for the immediately preceding financial year</td><td>The Financial Performance of TFL, on Standalone basis for the Financial Year ended 31st March, 2026 is stated below:
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount (Rs. in Lakh)</th></tr>
<tr><td>1</td><td>Turnover</td><td>755.33</td></tr>
<tr><td>2</td><td>Profit After Tax</td><td>(204.52)</td></tr>
<tr><td>3</td><td>Networth</td><td>3401.20</td></tr>
</table>
</td></tr>
</table>

A(5) Basic details of the proposed transactions

		Sr. No.	**Specific Type of the Proposed Transaction**	**Details of the Proposed Transaction**	**Amount (Rs. in Lakhs)**
		1	ICDs/Loans given/to be given	Loans may be given in one or more tranches to meet urgent working capital needs.	500
		2.	ICDs/Loans taken/ to be taken	Loans may be taken in one or more tranches to meet urgent working capital needs.	500
		3.	Interest Payment/ Expenses	Interest is payable on ICDs/Loans to be taken and certain expenses may be incurred from time to time.	100
		4	Interest Income/ Other Income	Interest will be received on ICDs/ loans to be given. Income will be received for certain transactions.	100
	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till conclusion of next AGM held in year 2027			
	Whether omnibus approval is being sought?	Yes			

	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with TFL are in the ordinary course of business and are on an arm's length basis. VCFPL is an associate of TFL, Promoter company. The transactions of routine nature may take place between them. They aim to meet to meet short term working capital needs and optimize financial, operational performance, thereby strengthening group's consolidated performance.
	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. d. Name of the director/KMP e. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Kumar Nair, the Director of VCFPL is the MD & CEO of TFL and holds 51.45% shares in TFL. Mr. Ramachandran Unnikrishnan, the Director of VCFPL is the Executive Director and CFO in TFL. He holds 0.53% of shares in TFL. Except to the extent of the Directorships and shareholding , none of the Promoters, Directors, KMPs, have any interest in the transaction whether Directly or Indirectly.
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
	Any other information relevant for decision making	NIL

Part B : Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Considering the intra group nature of the transaction, no separate bidding or selection process is undertaken.
2.	Basis of determination of Price	Generally, market related / Benchmarked to similar services provided/ received by external agents.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether same is self-liquidating?	NA

B(2) and C(1): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by VCFPL to TFL

1.	Source of funds in connection with the proposed transaction	Internal accruals/ from Inter Corporate Borrowings

2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	The Company may borrow funds repayable on demand internally from group companies
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Generally 12% p.a, depending on the market circumstances.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The rate of interest shall not be lower than the prevailing yield of 1 year, 3 year Govt. Securities, closest to the tenor of the loan.
5.	Maturity / due date	1 year, repayable on Demand
6.	Repayment schedule & terms	Repayable on Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet urgent short-term working capital needs
10.	Latest credit rating of the related party	No Credit Rating taken.
11.	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. In addition, state the following:	NIL
	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
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	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

B(5) and C(4): Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	The proposed transactions of availing of fund based and non-fund based loans and inter Corporate Deposits or any other form of debt (collectively referred as Borrowings) would be purely operational/ integral part of the operations of the Company and are/will be entered in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates. Borrowings if availed shall be unsecured and at prevailing market rate of interest and on arms length basis after considering appropriate benchmarks and subject to the terms and conditions as approved by the Audit Committee and/or the Board of Directors , as may be applicable from time to time. The Borrowings shall be availed on short/ long term basis and in one or more tranches from time to time.
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	Generally 12% P.A., depanding on the market curcumstances
3.	Cost of borrowing	No additional associated cost except for payment of interest, stamp duty, statutory expenses etc is envisaged.
4.	Maturity / due date	The Borrowings shall be availed for short/ long term basis and in tranches from time to time during the period commencing from ensuing AGM uptill the AGM held in the year 2027.
5.	Repayment schedule & terms	The borrowing shall be repayable based on the agreed terms and conditions agreed upon by the parties mutually
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for by the Company to meet its working capital requirements from time to time and for general corporate and business purposes.
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	0.33
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements e. Before transaction f. After transaction	(0.49)

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

Director(s) of the Company who are also director(s) on the board of Subsidiary/Associate companies and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 6 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board of Directors
VERTEX SECURITIES LIMITED

Sd/-
Venkitesh Iyer
Company Secretary & Compliance Officer
ACS: A77011

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Thottathil Towers, 2nd Floor,
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Kochi-682018, Kerala
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Tel: 0484 2384848; Fax: 0484 2394209

Date: July 30, 2026
Place: Kochi