TRANSCHEM
LIMITED

November 26, 2026

To,
Listing Compliance Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

REF: SCRIP CODE: 500422
ISIN: INE019B01010

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Postal Ballot

Pursuant to Regulation 30 and other applicable regulation(s) read with Schedule III of SEBI Listing Regulations, please find enclosed Postal Ballot Notice dated November 04, 2026 for seeking approval of Members of the Company for following resolutions:

Sr. No.	Particulars	Type of Resolutions
1.	Approval and Ratification of Material Related Party Transactions of Greshma Shares and Stocks Limited, a Wholly Owned Subsidiary of the Company	Ordinary Resolution
2.	Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Neeraja Karandikar, Company Secretary & Compliance Officer of the Company	Ordinary Resolution
3.	Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Sarita Maharao, Chief Financial Officer of the Company	Ordinary Resolution

In terms of the applicable circular(s) issued by Ministry of Corporate Affairs, the Postal Ballot Notice dated November 04, 2026 together with the explanatory statement ("Notice") has been circulated in electronic mode only to the Members of the Company, whose names appear in the Register of Members/Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent as on November 20, 2026 ("Cut-off date").

TRANSCHEM LIMITED

The Company has engaged the services of NSDL for the purpose of providing e-Voting facility to all its Members. Date of events relevant to Postal Ballot are as below:

Particulars	Date(s)
Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	November 26, 2026
Date of Commencement of e-Voting	November 30, 2026
Date of Conclusion of e-Voting	December 29, 2026
Results of Postal Ballot	On or before December 31, 2026

The Notice is also being made available on the website of the Company at www.transchem.net and on the website of the BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com

Kindly take the same on your records.

Thanking you.
Yours faithfully,

For Transchem Limited

Neeraja Deepak Karandikar

Digitally signed by Neeraja Deepak Karandikar
Date: 2026.11.26 16:21:33 +05'30'

Neeraja Karandikar
Company Secretary

Encl: a/a

TRANSCHEM LIMITED

CIN: L66120MH1976PLC019327
Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai – 400 021.
Telephone: 022 43347000 **Fax:** 022 43347002 **Email:** secretary@transchem.net
Website: www.transchem.net

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Monday, November 30, 2026 at 09:00 a.m. (IST)	Tuesday, December 29, 2026 at 05:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("Rules")**, as amended from time to time (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings **("SS -2")** issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively the (**"MCA Circulars"**), read with other relevant circular and notifications issued in this regard.

The following resolutions as set out in this Notice is proposed to be passed by the Members of Transchem Limited **("Company")** through Postal Ballot by way of Remote e-Voting only **("e-Voting")**:

Sr. No.	Particulars	Type of Resolution
1.	Approval and Ratification of Material Related Party Transactions of Greshma Shares and Stocks Limited, a Wholly Owned Subsidiary of the Company	Ordinary Resolution
2.	Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Neeraja Karandikar, Company Secretary & Compliance Officer of the Company	Ordinary Resolution
3.	Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Sarita Maharao, Chief Financial Officer of the Company	Ordinary Resolution

Accordingly, the draft of the aforesaid resolutions together with the Explanatory Statement setting out the material facts in respect of the proposed resolutions as required under Section 102 and 110 of the Act is annexed to this Notice for consideration of the Members. The Notice is also available on the website of the Company at www.transchem.net.

In terms of the requirements specified in the aforesaid MCA Circulars, the Company is sending the Notice in electronic form only to all its Members who have registered their e-mail addresses with the Company/ MUFG Intime India Private Limited *(formerly known as "Link Intime India Private Limited")* i.e. Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants and whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 20, 2026 ("Cut-off date") and the communication of assent/dissent of the Members will take place only through the e-Voting system. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice.

Further, in compliance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

Pursuant to Rule 22 of the Rules, the Board of Directors has appointed M/s. Pravesh Palod & Associates, Practicing Company Secretary, Mumbai (ACS No. 57964: and COP No.26765), as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner and the Scrutinizer has communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer shall submit the report to the Chairman, or any person authorised by him in this behalf.

In accordance with the MCA Circulars, Members can vote only through the e-Voting process. Accordingly, the Company is pleased to provide e-Voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions enumerated in this Postal Ballot Notice so as to cast their vote electronically not later than 05:00 p.m. (IST) on Tuesday, December 29, 2026, (the last day to cast vote electronically).

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company has provided e-Voting facility to its Members and has engaged National Securities Depository Limited ("**NSDL**") for providing e-Voting platform. The result of the postal ballot and e-Voting will be announced within 2 working days from the conclusion of last date of e-Voting. The said result would be uploaded on the Company's website at www.transchem.net and on the website of NSDL at www.evoting.nsdl.com besides making necessary disclosures to the Stock Exchange i.e. BSE Limited at www.bseindia.com.

The e-Voting shall commence on *Monday, November 30, 2026 at 9:00 A.M. (IST)* and shall conclude on *Tuesday, December 29, 2026, at 5:00 P.M. (IST)*. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. Members desiring to exercise their vote through the e-Voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 P.M. (IST) on Tuesday, December 29, 2026. The e-Voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said time and date.

The resolutions, if approved, shall be deemed to have been passed on the last date of e-Voting i.e. Tuesday, December 29, 2026.

RESOLUTIONS PROPOSED TO BE PASSED BY POSTAL BALLOT:

SPECIAL BUSINESS

Item No. 1: Approval and Ratification of Material Related Party Transactions of Greshma Shares and Stocks Limited, a Wholly Owned Subsidiary of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions (hereinafter referred to as "the Policy") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to Greshma Shares and Stocks Limited ("GSSL"), a Wholly Owned Subsidiary of the Company to enter into/ continue to enter into material related party transaction(s)/ contract(s)/arrangement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with the related parties as set out in Annexure A to the Explanatory Statement annexed to this Notice, on the material terms and conditions and up to the maximum values set out against each such related party therein (exclusive of the value of the transactions ratified in terms of the succeeding paragraph of this resolution), from the date of passing of this resolution until the conclusion of the 50th Annual General Meeting ("AGM") of the Company to be held in the year 2027 or the expiry of one year from the date of passing of this resolution, whichever is earlier , provided that the said transaction(s)/contract(s)/ arrangement(s)/agreement(s) so carried out, whether by way of continuation(s) or renewal(s) or extension(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s), shall be in the ordinary course of business of GSSL and on an arm's length basis;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Policy and on the basis of the approval/ratification of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for ratification of the material related party transaction(s)/ contract(s)/ arrangement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) entered into/ continue to enter into by GSSL in the ordinary course of business of GSSL and on an arm's length basis with the related parties set out in Annexure A to the Explanatory Statement annexed to this Notice, during the period from August 17, 2026, being the date on which GSSL became a Wholly Owned Subsidiary of the Company up to the date of passing of this resolution, within the maximum values set out against each such related party therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee empowered to exercise its powers, including the powers

conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, deem necessary or expedient and to take all such steps as may be required in this connection, including authorizing GSSL to finalize and execute necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and delegating all or any of the powers herein conferred to any Director(s) or Key Managerial Personnel of the Company or of GSSL, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, save and except that any material modification of the said transactions, as defined in the Policy, shall require the prior approval of the Members;

RESOLVED FURTHER THAT all actions taken by the Board and/or GSSL in connection with the any matter referred to or contemplated in this resolution, to the extent consistent with the terms of this resolution and applicable laws, be and are hereby approved, ratified and confirmed in all respects."

Item No. 2: Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Neeraja Karandikar, Company Secretary & Compliance Officer of the Company

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

"RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions (herein after referred to as "the Policy"), and on the basis of the recommendation of the Nomination and Remuneration Committee, ratification/approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent, ratification and approval of Members of the Company be and is hereby accorded in respect of the remuneration (including perquisites and bonus) paid/ payable by the Company to Ms. Neeraja Karandikar, Company Secretary & Compliance Officer of the Company ("Ms. Neeraja Karandikar"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations and being material Related Party Transactions within the meaning of Regulation 2(1)(zc) read with Regulation 23(1) of the SEBI Listing Regulations, aggregating up to INR 5,60,000 (Indian Rupees Five Lakh Sixty Thousand only) for the period from April 01, 2026 until the conclusion of the 50th Annual General Meeting ("AGM") of the Company to be held in the year 2027 or the expiry of one year from the date of passing of this resolution, whichever is earlier, comprising ratification for the period up to the date of passing of this resolution and approval for the period thereafter, on the material terms and conditions as more particularly set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee/Nomination and Remuneration Committee of the Company and any duly constituted/ to be constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, at its absolute discretion, and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution, including determining

and finalising the material terms and conditions of such remuneration, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, to the extent consistent with the terms of this resolution and applicable laws, be and are hereby approved, ratified and confirmed in all respects."

Item No. 3: Ratification and Approval of Material Related Party Transaction(s) between the Company and Ms. Sarita Maharao, Chief Financial Officer of the Company

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

"RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions (herein after referred to as "the Policy"), and on the basis of the recommendation of the Nomination and Remuneration Committee, ratification/ approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent, ratification and approval of Members of the Company be and is hereby accorded in respect of the remuneration (including perquisites and bonus) paid/ payable by the Company to Ms. Sarita Maharao, Chief Financial Officer of the Company ("Ms. Sarita Maharao"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations and being material Related Party Transactions within the meaning of Regulation 2(1)(zc) read with Regulation 23(1) of the SEBI Listing Regulations aggregating up to INR 27,60,000/- (Indian Rupees Twenty-Seven Lakh Sixty Thousand Only) for the period from April 01, 2026 until the conclusion of the 50th Annual General Meeting ("AGM") of the Company to be held in the year 2027 or the expiry of one year from the date of passing of this resolution, whichever is earlier, comprising ratification for the period up to the date of passing of this resolution and approval for the period thereafter, on the material terms and conditions as more particularly set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee/Nomination and Remuneration Committee of the Company and any duly constituted/ to be constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, at its absolute discretion, and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution, including determining and finalising the material terms and conditions of such remuneration, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, to the extent consistent with the terms of this resolution and applicable laws, be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.

E-mail: secretary@transchem.net
Website: www.transchem.net
CIN: L66120MH1976PLC019327

Tel No: 022 4334 7000
Fax No: 022 4334 7002

Place: Mumbai
Date: November 04, 2026

By Order of the Board of Directors
For Transchem Limited

Sd/-

Neeraja Karandikar
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of Act and other applicable provisions of the Act read with the Rules, setting out material facts in relation to the resolutions as set out in the Postal Ballot Notice, and additional information as required under the SEBI Listing Regulations and SS-2 on General Meetings is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on Cut-off date and whose e-mail address is registered with the Company/ RTA/ Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the process of e-Voting only. The e-Voting shall commence on *Monday, November 30, 2026 at 9:00 A.M. (IST)* and shall conclude on *Tuesday, December 29, 2026, at 5:00 P.M. (IST).* The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

3. Members are encouraged, in accordance with the applicable MCA Circulars, to register or update their e-mail address(es) and mobile number(s) with their respective Depository Participant(s) (in case of shares held in demat form) or, if the shares are held in physical form, by providing their folio number, e-mail address, scanned copy of the share certificate (front and back) and self-attested copies of their PAN and Aadhaar to RTA at investor.helpdesk@in.mpms.mufg.com, with a copy to secretary@transchem.net, so as to enable the Company to send all communications electronically and to support its Green Initiative.

4. The Company has appointed M/s. Pravesh Palod & Associates, Practicing Company Secretary, Mumbai (ACS No. 57964: and COP No.26765), as the Scrutinizer to scrutinize the e-Voting process and voting done in a fair and transparent manner.

5. 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/ Authorisation, etc., authorising its representative to vote through e-Voting on its behalf. The said resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at cspalodpravesh@gmail.com with a copy marked to the Company Secretary at secretary@transchem.net , and NSDL at evoting@nsdl.com, not later than Tuesday, December 29, 2026, at 5.00 p.m. (IST).

6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members, whose name appears on the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, November 20, 2026.

7. Documents, if any, referred to in the Notice will be available for electronic inspection without any fees by the Members between 11.00 A.M. and 01.00 P.M. on all working days, except Saturdays & Sundays, from the date of dispatch of this Notice until the last date of e-Voting. Members seeking to inspect such documents can send an e-mail at secretary@transchem.net.

8. This Postal Ballot Notice will also be available on the Company's website at www.transchem.net, website of BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

INSTRUCTIONS AND PROCESS FOR E-VOTING

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	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. 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 e-Voting period. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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 & New System Myeasi Tab and then user your existing my easi username & 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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.

Important note: Shareholders 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 detail
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices 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:
a) 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******.
b) 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**********
c) 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 ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. 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 ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids 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) Shareholders can also use the OTP (One Time Password) 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspalodpravesh@gmail.com with a copy marked to evoting@nsdl.com and secretary@transchem.net. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** 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 evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolution 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), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretary@transchem.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretary@transchem.net. If you are an Individual shareholders 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 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 ID correctly in their demat account in order to access e-Voting facility.

Special Window for Transfer and Dematerialisation of Physical Securities for the Shareholders of our Company:

Pursuant to Securities Exchange Board of India ("SEBI") circular SEBI/ HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, SEBI has opened a special one-time window to facilitate transfer and dematerialisation of physical securities sold/purchased prior to April 01, 2019.

This window shall remain open from **February 05, 2026 to February 04, 2027**. All the Securities transferred under this window shall be credited in dematerialised form and shall be subject to a one-year lock-in period from the date of transfer. For detailed information (click here).

Information at a glance:

Particulars	Notes
Cut-off date to determine eligible numbers to vote on the resolution	Friday, November 20, 2026
e-Voting start time and date	09:00 a.m. (IST), Monday, November 30, 2026
e-Voting end time and date	05:00 p.m. (IST), Tuesday, December 29, 2026
Date on which the resolution is deemed to be passed	Last date of e-Voting i.e. Tuesday, December 29, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*) C 101, Embassy 247, L.B.S Marg, Vikhroli- West, Mumbai- 400083 Email id: investor.helpdesk@in.mpms.mufg.com Link: swayam.in.mpms.mufg.com
Name, address and contact details of e-Voting service provider	**National Securities Depository Limited** 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 Email id: evoting@nsdl.com
NSDL e-Voting website address	NSDL eVoting System

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

Item No. 1

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions ("RPTs") and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), require prior approval of the Members of the Company by way of an Ordinary Resolution. Further, no related party shall vote to approve such resolution, whether or not such related party is a party to the particular transaction.

Further, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations an RPT 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 and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Accordingly, transactions of Greshma Shares and Stocks Limited (hereinafter referred to as "GSSL"), a Wholly Owned Subsidiary of the Company, with its own related parties, including its Directors and Key Managerial Personnel ("KMP"), their relatives and entities in which they are interested, constitute RPTs of the Company under the SEBI Listing Regulations, notwithstanding that the Company is not a party to such transactions.

In terms of Regulation 23(1) of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the threshold as specified in Schedule XII to the SEBI Listing Regulations which, for a listed entity having an annual consolidated turnover of up to INR 20,000 crore, is 10% of its annual consolidated turnover as per its last audited financial statements("turnover"). Accordingly, since the turnover of the Company for the financial year 2025–26 is NIL, the materiality threshold for related party transactions for the financial year 2026-27 is NIL. Consequently, every Related Party Transaction entered into by the Company and/or its subsidiary(ies), irrespective of its value, is considered material and requires prior approval of the Members.

GSSL, a stock broker and depository participant registered with the Securities and Exchange Board of India, became a Wholly Owned Subsidiary of the Company with effect from August 17, 2026. Prior to such date, and in the ordinary course of its business, GSSL has been rendering stock broking and depository services to, and had employment, leave and licence and authorised person arrangements with, certain persons who are its related parties by virtue of their relationship with its Directors/ KMP. Upon GSSL becoming a Wholly Owned Subsidiary of the Company, these continuing transactions entered into by GSSL with its related parties became subject to the materiality and approval requirements applicable to related party transactions under Regulation 23 of the SEBI LODR Regulations, requiring prior approval of the Audit Committee and, where applicable, the Members of the Company, notwithstanding that the Company is not a party to such transactions. As these arrangements pre-date the acquisition, the prior approval of the Members could not have been obtained before that date. Upon completion of the acquisition, the Company identified and compiled the related

party arrangements of GSSL and placed them before the Audit Committee. Being integral to the business and day-to-day operations of GSSL which could not be suspended without disrupting its operations, these transactions have continued since August 17, 2026 on their existing terms. The aforesaid transactions are accordingly placed before the Members for ratification for the period from August 17, 2026 up to the date of passing of the resolution, and for approval from the date of passing of this resolution until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2027 or the expiry of one year from the date of passing of the resolution, whichever is earlier.

The Audit Committee of the Company reviewed the transactions as set out in Annexure A, along with the relevant information and details placed before it, and noted that the said transactions are in the ordinary course of business of GSSL and on an arm's length basis. The Members of the Audit Committee who are Independent Directors approved/ ratified the transactions, and the Board of Directors of the Company, considered the proposal and, based on the approval of the Audit Committee, recommended the same for approval and ratification of the Members by way of an Ordinary Resolution.

Accordingly, the approval and ratification of the Members is sought by way of an Ordinary Resolution as set out at Item No. 1 of this Postal Ballot Notice, for the RPTs entered in to and to be entered into by GSSL with the related parties set out in Annexure A, individually or in aggregate, in the ordinary course of business and on an arm's length basis, within the maximum values specified in Annexure A, whether by way of fresh transactions, continuations, renewals or extensions, subject to the terms and conditions set out therein and compliance with applicable laws.

The approval, if granted, shall be effective from the date of passing of this resolution, being the last date specified for e-Voting, and shall remain valid until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2027 or the expiry of one year from such date, whichever is earlier, in terms of Regulation 23(4) of the SEBI Listing Regulations, subject to the limits, terms and conditions specified in Annexure A and any further approvals required under applicable law.

The information required under Regulation 23 of the SEBI Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 to the extent applicable, is set out in Annexure A.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their shareholding, if any, in the Company.

Based on the rationale and justification set out above and in Annexure A, the Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval and ratification by the Members.

Item No. 2 & 3:

Ms. Neeraja Karandikar holds the office of Company Secretary & Compliance Officer of the Company and is entrusted with the responsibility of overseeing the secretarial and regulatory compliances of the Company. Ms. Sarita Maharao holds the office of Chief Financial Officer of the Company and is entrusted with the responsibility of overseeing the financial functions of the Company. Both are Key Managerial Personnel ("KMPs") and related party(ies) of the Company under Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Consequently, the remuneration payable to them constitutes Related Party Transactions within the meaning of Regulation 2(1)(zc) of the SEBI Listing Regulations.

Pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material Related Party Transactions and subsequent material modifications, as defined by the Audit Committee under Regulation 23(2), require prior approval of the Members of the Company by way of an Ordinary Resolution.

The remuneration to the aforesaid KMPs has been paid / is proposed to be paid in continuation of their respective employment and on the terms recommended by the Nomination and Remuneration Committee and approved by the Board. Since the turnover of the Company for the financial year 2025–26 is NIL, the materiality threshold for Related Party Transactions for the financial year 2026-27 is NIL. Consequently, every Related Party Transactions entered into by the Company, irrespective of its value, is considered material and requires prior approval of the Members.

In this regard, considering the continuing services rendered by the aforesaid KMPs, the Company has paid / proposes to pay remuneration to them, subject to the maximum amounts as set out in the table below:

Particulars	Ms. Neeraja Karandikar – CS & Compliance Officer	Ms. Sarita Maharao – CFO
Remuneration paid / payable for the period from April 01, 2026 up to the date of passing of the resolution, proposed to be ratified	INR 2,93,000/-	INR 13,13,000/-
Remuneration proposed to be paid from the date of passing of the resolution until the conclusion of the 50th AGM of the Company to be held in 2027 or expiry of one year from the date of passing of the resolution, whichever is earlier	INR 2,67,000/-	INR 14,47,000/
Total remuneration	**INR 5,60,000/-**	**INR 27,60,000/-**

Accordingly, the Members' ratification is sought for the remuneration paid / payable to the aforesaid KMPs for the period commencing from April 01, 2026 up to the date of passing of the resolution, and approval is sought for the remuneration proposed to be paid to them for the period commencing from the date of passing of the resolution until the conclusion of the 50th AGM of the Company to be held in the year 2027 or the expiry of one year from the date of passing of the resolution, whichever is earlier, in each case, as specified in the respective rows of the table above and on such material terms and conditions as may be mutually agreed.

The Nomination and Remuneration Committee recommended the remuneration, having regard to the nature of the responsibilities entrusted to them, the services rendered, their respective performance and industry benchmarks. The remuneration was thereafter approved by the Audit Committee, comprising Independent Directors, and recommended by the Board of Directors of the Company for ratification and approval of the Members by way of an Ordinary Resolution.

Accordingly, the ratification and approval of the Members, as a corrective and remedial measure, is sought by way of an Ordinary Resolutions as set out at Item No. 2 and 3 of this Postal Ballot Notice. The approval, if granted, shall be effective from the date of passing of this resolutions, being the last date specified for e-Voting, and shall remain valid until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2027 or the expiry of one year from such date, whichever is earlier, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The particulars of the proposed transactions are set out in Annexure B to this Notice for the information and consideration of the Members.

Except Ms. Neeraja Karandikar and Ms. Sarita Maharao, to the extent of their respective interests in the proposed transactions, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and 3 of the Notice except to the extent of their shareholding, if any, in the Company.

Based on the rationale and justification set out above and in Annexure B, the Board recommends the Ordinary Resolution set out at Item No. 2 and 3 of the Notice for ratification and approval by the Members.

Registered Office:
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.

E-mail: secretary@transchem.net
Website: www.transchem.net
CIN: L66120MH1976PLC019327

Tel No: 022 4334 7000
Fax No: 022 4334 7002

Place: Mumbai
Date: November 04, 2026

By Order of the Board of Directors
For Transchem Limited

Sd/-

Neeraja Karandikar
Company Secretary

Annexure A

Material Related Party Transactions of Greshma Shares and Stocks Limited ("GSSL") proposed for approval and ratification

Sr. No	Name of Related Party/ counterparty	Relationship with the listed entity or its subsidiary, including nature of its concern or interest	Type and description of transaction	Material terms and conditions of the proposed transaction	Tenure / period of the transaction	Maximum Value of the proposed transaction (INR) (exclusive of the value of the transactions ratified)	Maximum Value of transaction(s) entered/ proposed to be entered into from August 17, 2026 up to the date of passing of the resolution, placed for ratification (INR)	Where the RPT involves a subsidiary: percentage of the subsidiary's annual standalone turnover represented by the transaction (%)	Business rationale and justification for why the RPT is in the interest of GSSL
1.	Bindu J Shah	Relative of Key Managerial Personnel (Spouse of Jayesh K Shah, Whole-time Director of GSSL)	Remuneration	Refer Notes B and C	Refer Note D	11,00,000	5,00,000	1.84	Refer Notes B and C
			Rent Expenses			17,50,000	5,53,250	2.92	
2.	Emerging Star Investment Private Limited ("ESIPL")	Entity in which a director of GSSL is interested (Piyush Avlani holds directly 50% equity and is Director of the ESIPL)	Brokerage and Related Services	Refer Note A	Refer Note D	1,00,000	20,000	0.17	Refer Note A
			Depository Charges			10,000	500	0.02	
3.	Grebal Capital Services Private Limited ("GCSPL")	Entity in which a director of GSSL is interested (Mr. Jayesh Shah and	Brokerage and Related Services	Refer Note A	Refer Note D	50,00,000	1,00,000	8.36	Refer Note A

		Mr. Sameer Parekh, are Whole Time Directors of GCSPL. Further, Mr. Jayesh Shah directly holds 25% in GCSPL)	Depository Charges			1,00,000	2,000	0.17	
4.	Jayeshkumar Shah	Whole Time Director of GSSL (Key Managerial Personnel)	Remuneration	Refer Notes B and C	Refer Note D	25,00,000	10,25,945	4.18	Refer Notes B and C
			Rent Expenses			42,50,000	16,59,000	7.10	
5.	Jinal Capital Services Private Limited ("JCSPL")	Entity in which a director of GSSL is interested (Mr. Jayesh Shah holds 1% equity share capital of JCSPL.)	Brokerage and Related Services	Refer Note A	Refer Note D	1,00,000	10,000	0.17	Refer Note A
			Depository Charges			10,000	500	0.02	
6.	Minaxi H Parekh	Relative of Key Managerial Personnel (Mother of Sameer Parekh, Whole-time Director of GSSL)	Remuneration	Refer Note B	Refer Note D	10,00,000	4,00,000	1.67	Refer Note B
7.	Paulomi Ketan Doshi	Relative of Key Managerial Personnel (Spouse of Ketan Doshi, Whole-time Director of GSSL)	Rent Expenses	Refer Note C	Refer Note D	35,00,000	11,86,000	5.85	Refer Note C

8.	Rachana S Parekh	Relative of Key Managerial Personnel (Spouse of Sameer Parekh, Whole-time Director of GSSL)	Remuneration	Refer Note B	Refer Note D	10,00,000	4,00,000	1.67	Refer Note B
9.	Rupal Piyush Avlani	Relative of Director (Spouse of Piyush Avlani, Director of GSSL)	Rent Expense	Refer Note C	Refer Note D	35,00,000	11,86,000	5.85	Refer Note C
10.	Sameer Harshad Parekh	Key Managerial Personnel	Remuneration	Refer Note B	Refer Note D	40,00,000	16,03,775	6.69	Refer Note B
11.	SP Partners	Entity in which directors of GSSL are interested (Partnership Firm 47.5% controlled by Jayesh N Shah and 47.5% controlled by Sameer H Parekh. Balance 5% is GCSPL)	Brokerage and Related Services	Refer Note A	Refer Note D	50,00,000	20,00,000	8.36	Refer Note A
			Depository Charges			1,00,000	10,000	0.17	
12.	Vaishali Paras Vira	Relative of Key Managerial Personnel (Sister of Sameer Parekh, Whole-time Director of GSSL)	Share of Brokerage/Commission paid as registered authorized person with NSE and BSE	Refer Note E	Refer Note D	20,00,000	5,00,000	3.34	Refer Note E

13.	Amodkumar Vishwakarma	Company Secretary of GSSL (Key Managerial Personnel)	Remuneration	Refer Note B	Refer Note D	3,00,000	1,25,500	0.50	Refer Note B

Notes:

1. All values are in INR. The values for stock broking and depository services represent the brokerage, depository and related charges receivable by GSSL, and not the value of the securities traded. Stock broking, depository and related services availed by the Directors or Key Managerial Personnel of GSSL, or their relatives, in their individual capacity, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, Directors, Key Managerial Personnel and relatives of Directors or Key Managerial Personnel of GSSL, constitute retail purchases and are not considered as Related Party Transactions in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and have accordingly not been included herein.
2. The percentage of GSSL's annual standalone turnover has been computed by considering the maximum value of the proposed transactions, excluding the value of transactions ratified pursuant to the resolution set out in Item No. 1 above, with reference to GSSL's audited standalone turnover of INR 5,98,10,469/- for the financial year ended March 31, 2026, as per its audited financial statements. Having regard to the annual consolidated turnover of the Company for the said financial year, the percentage of the annual consolidated turnover of the Company is not applicable.

Note A – Stock broking and depository services: Brokerage, depository and related charges are levied at the standard tariff of GSSL applicable to non-related clients of the same category, on a transaction basis, without any preferential pricing or credit. The services are rendered in the ordinary course of business of GSSL as a stockbroker and depository participant and generate fee income for GSSL.

Note B – Remuneration: Fixed monthly remuneration as per the terms of employment and its pay scales for comparable roles, without any special perquisites. The related parties have been associated with GSSL prior to its acquisition by the Company, and their continuity supports the regulatory compliance of GSSL and the integration of its operations with the financial services business of the Company.

Note C – Rent Expense: The premises are suitable for the Company's business and operational requirements, considering their location, accessibility and available infrastructure. The rental consideration is commercially reasonable and aligned with prevailing market rates for comparable properties.

Note D – Tenure: From August 17, 2026 valid until the conclusion of the 50th Annual General Meeting ("AGM") of the Company to be held in the year 2027 or the expiry of one year from the date of passing of the resolution, whichever is earlier, comprising ratification for the period up to the date of passing of the resolution and approval for the period thereafter. The values placed for ratification are the maximum values of the transactions for the period from August 17, 2026 up to the date of passing of the resolution.

Note E – Ms. Vaishali Paras Vira is registered as an authorised person with NSE and BSE. The brokerage paid to her is a share of the brokerage earned by GSSL on clients introduced by her, at the sharing ratio applicable to the unrelated authorised persons engaged by GSSL, and the charges paid to her are at the standard rates of GSSL. The arrangement is in the ordinary course of business of GSSL and supports client acquisition

ANNEXURE B

Material Related Party Transactions of the Company with its Key Managerial Personnel proposed for ratification and approval (Item Nos. 2 and 3)

Sr. No.	Particulars	Details	Details
1.	Name of the Related Party	Ms. Neeraja Karandikar	Ms. Sarita Maharao
2.	Name of the Director or Key Managerial Personnel who is related, if any	Ms. Neeraja Karandikar – Company Secretary & Compliance Officer of the Company	Ms. Sarita Maharao, Chief Financial Officer of the Company
3.	Nature of Relationship	Ms. Neeraja Karandikar is a Key Managerial Personnel of the Company.	Ms. Sarita Maharao is a Key Managerial Personnel of the Company.
4.	Nature, material terms, tenure monetary value and particulars of the contract or arrangement	**Nature and material terms**: Remuneration (including perquisites and bonus) paid/ payable by the Company to Ms. Neeraja Karandikar in terms of her employment as Company Secretary & Compliance Officer of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board. **Tenure:** From April 01, 2026 until the conclusion of the 50th AGM of the Company to be held in the year 2027 or the expiry of one year from the date of passing of the resolution, whichever is earlier, comprising ratification for the period up to the date of passing of the resolution and approval for the period thereafter. **Maximum value**: INR 5,60,000/- (Indian Rupees Five Lakh Sixty Lakh Only), for the said tenure, inclusive of the remuneration placed for ratification.	**Nature and material terms**: Remuneration (including perquisites and bonus) paid/ payable by the Company to Ms. Sarita Maharao in terms of her employment as Chief Financial Officer of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board. **Tenure:** From April 01, 2026 until the conclusion of the 50th AGM of the Company to be held in the year 2027 or the expiry of one year from the date of passing of the resolution, whichever is earlier, comprising ratification for the period up to the date of passing of the resolution and approval for the period thereafter. **Maximum value**: INR 27,60,000/- (Indian Rupees Twenty-Seven Lakh Sixty Thousand Only), for the said tenure, inclusive of the remuneration placed for ratification.

		Percentage of the annual consolidated turnover of the Company for the financial year 2025-26 represented by the maximum value: NA	Percentage of the annual consolidated turnover of the Company for the financial year 2025-26 represented by the maximum value: NA
5.	Any other information relevant or important for the Members to take a decision on the proposed resolution	The proposed remuneration is commensurate with the responsibilities and functions discharged by Ms. Neeraja Karandikar in her capacity as the Company Secretary & Compliance Officer of the Company. Ms. Neeraja Karandikar is neither a promoter nor a Member of the promoter group of the Company. The remuneration has been recommended by the Nomination and Remuneration Committee, approved by the Members of Audit Committee who are Independent Directors and recommended by the Board of Directors of the Company.	The proposed remuneration is commensurate with the responsibilities and functions discharged by Ms. Sarita Maharao in her capacity as the Chief Financial Officer of the Company. Ms. Sarita Maharao is neither a promoter nor a Member of the promoter group of the Company. The remuneration has been recommended by the Nomination and Remuneration Committee, approved by the Members of Audit Committee who are Independent Directors and recommended by the Board of Directors of the Company.