

## **NOTICE OF POSTAL BALLOT AND REMOTE E-VOTING INFORMATION**

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

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of Ghushine Fintrade Ocean Limited (“the Company”), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014, as amended (Rules), and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force, the Ordinary Resolution and Special Resolution(s) as set out in this Notice are proposed for consideration by the members of the Company for passing by means Postal Ballot by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. The Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically.

The details of the e-voting facility are provided in the notes of this postal ballot notice. Members may note that the e-voting commences from 09:00 A.M. (IST) on Monday, February 09, 2026 and ends at 05:00 P.M. (IST) on Tuesday, March 10, 2026. Members are therefore requested to cast their vote not later than 05:00 P.M. IST on Tuesday, March 10, 2026 to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to the postal ballot notice.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be declared at the Registered office of the Company on or before Thursday, March 12, 2026.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website <https://ghushineindia.com/> and on the website of Purva Sharegistry (India) Pvt. Ltd at [www.purvashare.com](http://www.purvashare.com)

Consent of the Members is hereby sought for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto for Member’s consideration.

**Special Business:**

➤ **ITEM NO. 1: APPROVAL FOR ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

**Insertion of new Clause 4 and 5 in the Main Object of Memorandum of Association of Company as follows:**

4. *To carry on in India or elsewhere, subject to applicable laws, rules, regulations and approvals, the business of developing, establishing, engineering, procurement, construction, commissioning (EPC/EPCC), owning, operating, maintaining, managing, leasing, transferring, acquiring, purchasing, selling and otherwise dealing in power generation and renewable energy projects and facilities based on solar, wind, hydro, biomass, bio-energy, green hydrogen and other renewable or non-conventional energy sources, including hybrid energy systems and energy storage systems such as Battery Energy Storage Systems (BESS) and Energy Storage Systems (ESS), whether for itself or for and on behalf of others, through contracts, bidding, joint ventures, partnerships or other lawful arrangements.*

*To generate, produce, transmit, distribute, trade, wheel, exchange, supply and sell electricity and power to Central Government, State Governments, electricity distribution companies (DISCOMs), utilities, public sector undertakings, private entities or through power exchanges, under power purchase agreements, open access, captive or group-captive arrangements, and to participate in government renewable and clean-energy programs, including dealing in renewable energy certificates (RECs), carbon credits and other environmental or green attributes.*

*To design, manufacture, procure, install, import, export, operate, maintain, renovate, modernize and otherwise deal in plant, machinery, equipment, systems, materials and accessories required for power generation, transmission, distribution and renewable energy projects, and to undertake all incidental and ancillary construction, installation and allied activities necessary for the attainment of the above objects.*

5. *To carry on in India and abroad the business of agriculture, agro-based and food industries as manufacturers, producers, processors, millers, grinders, packers, preservers, cold-storers, traders, importers, exporters, distributors, agents and dealers of agricultural produce, agro-commodities and food products including rice, wheat, maize, pulses, cereals, grains, oilseeds, dry fruits, cashews, almonds, dates, spices, condiments, fruits, vegetables and allied products, and to undertake grading, sorting, processing, value addition, repacking, packaging, branding and marketing of raw, semi-processed and processed agro and food products, and to establish, acquire and operate agro-processing units, food processing plants, warehouses, silos, cold storage facilities and allied infrastructure for domestic and international markets.*

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

➤ **ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10 (Rupees Ten only) each, to Rs. 32,00,00,000 (Rupees Thirty-Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lakh Only) Equity Shares of face value of

Rs. 10 (Rupees Ten only) each by creation of additional 22,00,00,000 (Twenty-Two Crores) Equity Shares of face value of Rs. 10 (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V.

*“V. The Authorised Share Capital of the Company is Rs. 32,00,00,000 (Rupees Thirty-Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

➤ **ITEM NO. 3: ALTERATION AND ADOPTION OF ARTICLES OF ASSOCIATION OF COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to such approvals as may be necessary (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to adopt comprehensive set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

➤ **ITEM NO. 4: APPOINTMENT OF MR. SAGAR KUMBHANI (DIN: 00809110) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and such other applicable provisions, sections, rules of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Regulations 17 and 25(2A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded for appointment of Mr. Sagar Kumbhani (DIN: 00809110) as a Non-Executive Independent Director of the Company by the Board of Directors with effect from February 03, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing him candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from February 03, 2026 up to February 02, 2031.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

**Date: February 03, 2026**  
**Place: Surat, Gujarat**

**By Order of the Board**  
**For, Ghushine Fintrade Ocean Limited**

Sd/-  
**Bhagirath Radhakrishna Vaishnav**  
**Company Secretary & Compliance Officer**  
**Membership No.: ACS 57369**

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Postal Ballot Meeting is annexed hereto.
2. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Section 108 and 110 of the Act read with Rules made thereunder and the MCA Circulars:
  - a. The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, January 30, 2026 (the 'Cut- Off Date') and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") / National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited (collectively referred as "Depositories").
  - b. The facility to vote on the proposed Resolution is provided through remote e-voting facility only. The Members shall exercise their right to vote on the matter included in the Notice by such remote e-voting facility. The Company has engaged the services of RTA for the purpose of providing remote e-voting facility to its members.
  - c. The Members can provide their assent or dissent on the Resolution through remote e-voting system. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Purva Shareregistry (India) Private Limited, the Registrar and Share Transfer Agent. The instructions for remote e-voting are provided in this Postal Ballot Notice
4. A copy of this Notice is also available on the website of the Company i.e. <https://ghushineindia.com/>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and on the website of Purva Shareregistry (India) Private Limited i.e. <https://evoting.purvashare.com>.
5. Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their vote electronically. The voting rights of Members will be in proportion to their share in the paid-up share capital of the Company as on the Cut-Off Date.
6. The remote e-voting period facility will be available during the following period:

<b>Cut Off Date for determining Members entitled to vote</b>	<b>Friday, January 30, 2025</b>
<b>Commencement of remote e-voting</b>	<b>Monday, February 09, 2025</b>
<b>Closure of remote e-voting</b>	<b>Tuesday, March 10, 2025</b>

During this period, Members of the Company, may cast their vote electronically. The voting right shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting module shall be disabled by Purva Shareregistry (India) Private Limited thereafter and voting shall not be allowed beyond the said date and time. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

In case of any query or issues regarding e-Voting, members can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138.

In case members are unable to open or read the said Notice, the required software, i.e., Adobe Reader, may be downloaded using the following link: <https://get.adobe.com/reader>.

7. The Board of Directors of the Company has appointed Mr. Abbas Jawadwala, Proprietor of Abbas Jawadwala & Associates, Practicing Company Secretaries (Membership No.: 40723, COP No.: 24937), Thane, to act as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.
8. The Scrutinizer on completing the scrutiny of voting through the remote e-voting process will submit the report to the Chairperson or any other person duly authorized by the Chairperson.
9. The result of the remote e-voting along with Scrutinizer's Report will be declared by the Chairperson or person so authorized, within 2 working days from the conclusion of the remote e-voting i.e., on or before the close of business hours on Thursday, March 12, 2026.
10. The results of the Postal Ballot will be hosted on the website of the Company i.e. <https://ghushineindia.com/> and the website of Purva Sharegistry (India) Private Limited at [www.purvashare.com](http://www.purvashare.com) and the same shall also be disseminated to BSE, where the shares of the Company are listed. The results along with the Scrutinizer Report shall also be displayed on the notice board at the Registered Office of the Company. The Resolution, if passed, by the requisite majority through Postal Ballot will be deemed to have been passed on the last date specified for remote e-voting i.e. on Tuesday, March 10, 2026.
11. All documents as referred to in the Notice will be available for electronic inspection during business hours by the Members without payment of any fee, from the date of dispatch of the Notice until the last date of remote e-voting. Members seeking to inspect such documents are requested to send an email from their registered e-mail address to [ghushine95e@gmail.com](mailto:ghushine95e@gmail.com) mentioning their name, Folio No./Client ID and DP ID and the documents they wish to inspect. Inspection shall be provided during the business hours of the Company.
12. Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: [ghushine95e@gmail.com](mailto:ghushine95e@gmail.com) if they have voted from individual tab and not uploaded same in the RTA E-Voting System for the Scrutinizer to verify the same.
13. Members of the Company who have not registered their e-mail address can register the same with their concerned depository participants, in respect of shares held in Demat form and in respect of shares held in physical form, by writing to the RTA of the Company i.e., Purva Sharegistry (India) Pvt. Ltd at [evoting@purvashare.com](mailto:evoting@purvashare.com).
14. The term 'Members/Shareholders' have been used interchangeably to denote the Shareholders of the Company.
15. The detailed process and manner for remote e-voting are explained herein below:

The procedure for e-voting is as under:

Type of Shareholders	Login Method
Individual Shareholders holding Securities in Demat Mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li data-bbox="683 331 1461 546">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 URL for Users to login to EASI/ EASIEST are <a href="https://web.cdslindia.com/myeasi/home/">https://web.cdslindia.com/myeasi/home/</a> login or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI Tab.</li><li data-bbox="683 573 1461 887">2. After successful login to the EASI/EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see E-Voting page of the E-Voting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL so that the User can visit the E-Voting Service Providers website directly.</li><li data-bbox="683 913 1461 1039">3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. To login click on login &amp; New System MYEASI Tab and then click on registration option.</li><li data-bbox="683 1066 1461 1308">4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the 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 the E-Voting Service Providers.</li></ol>

<p>Individual Shareholders holding Securities in Demat Mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to E-Voting" under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</li> <li>2. If the User is not registered for IDeAS E-services, option to register is available at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a>. Select "Register Online for IDeAS" Portal or Click _ at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User – id (i.e. your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</li> </ol>
<p>Individual Shareholders Holding Securities in Demat Mode Login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name (Ghushine Fintrade Ocean Limited) or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E- Voting period or joining Virtual Meeting and voting during the Meeting.</p>

*Important note: Members who are unable to retrieve User-id / Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.*

**Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issue related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
<p>Individual Shareholders Holding Securities in Demat Mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33.</p>

Individual Shareholders Holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers NSDL - Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> , toll free numbers: 1800 1020 990 / 1800 22 44 30.
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**Access through Purva e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

- i. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
  - a. The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
  - b. Click on “Shareholder/Member” module.
  - c. Now enter your User ID:
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example, if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*
  - d. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - e. If you are a first-time user follow the steps given below

**For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders).  Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login.  If both the details are not recorded with the Depository or Company, please enter the Member-id / Folio Number in the ‘Dividend Bank Details’ field.

- ii. After entering these details appropriately, click on ‘SUBMIT’ Tab.
- iii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the ‘New Password’ field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through Purva Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- v. Click on the EVENT No. for the relevant <Company Name> i.e., (‘GHUSHINE FINTRRADE OCEAN LIMITED’) on which you choose to vote.
- vi. On the Voting Page, you will see ‘RESOLUTION DESCRIPTION’ and against the same the option ‘YES/ NO’ for Voting. Select the option ‘YES’ or ‘NO’ as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- vii. Click on the ‘RESOLUTIONS FILE LINK’ if you wish to view the entire Resolution details.

- viii. After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A Confirmation Box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- ix. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote.
- x. You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page. If a Demat Account Holder has forgotten the login password then enter the User-id and the 'Image.
- xi. Verification Code' and click on Forgot Password and enter the details as prompted by the system.

**Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:**

- i. Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: <https://evoting.purvashare.com> and register themselves in the 'CUSTODIANS/MUTUAL FUND' Module.
- ii. A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to <https://evoting.purvashare.com> .
- iii. After receiving the login details, a Compliance User should be created using the admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on
- iv. The List of accounts linked in the login should be mailed to [evoting@purvashare.com](mailto:evoting@purvashare.com) and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ghushine95e@gmail.com](mailto:ghushine95e@gmail.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.
- vii. If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.
- viii. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**Date: February 03, 2026**

**Place: Surat, Gujarat**

**By Order of the Board  
Ghushine Fintrade Ocean Limited**

**Sd/-**

**Bhagirath Radhakrishna Vaishnav  
Company Secretary & Compliance Officer  
Membership No.: ACS 57369**

## **EXPLANATORY STATEMENT PURSUANT TO SEC 102 (1) OF THE COMPANIES ACT, 2013**

### ➤ **Item No. 1:**

#### **Alteration in the Main Object Clause of Memorandum of Association of the Company**

The Board of Directors of the Company is required to evaluate, from time to time, proposals relating to new and emerging business areas that are expected to be profitable and beneficial to the Company. In order to enable the Company to explore and undertake such opportunities, it is considered necessary to broaden the scope of the Objects Clause of the Memorandum of Association, which is presently limited in its coverage.

The proposed alteration to the Objects Clause, as set out in the Resolution, is intended to provide the Company with greater operational flexibility to undertake new projects and activities that may be identified in the future. This amendment will enable the Company to carry on its business more effectively, economically, and efficiently, in line with its growth and expansion plans.

Accordingly, it is proposed to insert new Clause 4 and Clause 5 in the Main Objects of the Memorandum of Association of Company to enable the Company to undertake the business of renewable and clean energy generation, including solar power projects, EPC/EPCC activities, energy storage systems and power trading, and the business of agro based and food processing, manufacturing, trading and allied activities.

The Board at its meeting held on February 03, 2026 has approved alteration of the MOA of the Company and the Board now seek Members approval for the same.

The draft of the altered Memorandum of Association of Company reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 9:00 A.M. to 05:30 P.M.) up to the date of closing of e-voting.

Accordingly, approval of members is sought for passing the Special Resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 1 as set out in this Notice except to the extent of their shareholding, if any.

### ➤ **Item No. 2:**

#### **Increase in the Authorised Share Capital of the Company**

Currently, the Authorised Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten only) each.

The Board at its meeting held on February 03, 2026 has approved increase in authorized share capital of Company from existing Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10 each to Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lakhs Only) Equity Shares of Rs. 10 each and consequent alteration of Clause V of the Memorandum of Association of the Company and now the Board seeks Members approval for the same.

The draft of the altered Memorandum of Association of Company reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 9:00 A.M. to 05:30 P.M.) up to the date of closing of e-voting.

Accordingly, approval of members is sought for passing the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 2 as set out in this Notice except to the extent of their shareholding, if any.

➤ **Item No. 3:**  
**Alteration in the Article of Association and adoption of new set of Article of Association in place of the existing Article of Association of the company**

The Board at its meeting held on February 03, 2026 has approved to alter and adopt Articles of Association of Company to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of Special Resolution.

The draft of the altered Articles of Association of Company reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 9:00 A.M. to 05:30 P.M.) up to the date of closing of e-voting.

Accordingly, approval of members is sought for passing the Special Resolution set out at Item No. 3 of this Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Resolution No. 3 of this Notice.

➤ **Item No. 4:**

**Appointment of Mr. Sagar Kumbhani (Din: 00809110) as a Non-Executive Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on February 03, 2026, approved the appointment of Mr. Sagar Kumbhani (DIN: 00809110) as a Non-Executive Independent Director of the Company for a period of 5 (five) years with the effect from February 03, 2026 till February 02, 2031 subject to the approval of the Members of the Company.

Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to 10 years, with a single term not exceeding 5 years. In compliance with the provisions of Section 149 of the Act, it is proposed to appoint Mr. Sagar Kumbhani (DIN: 00809110) as a Non-Executive Independent Director of the Company to hold office for a term of 5 years i.e. from February 03, 2026 to February 02, 2031.

The Company has received all requisite statutory declarations, confirmations, and disclosures from Mr. Sagar Kumbhani, including:

- a. consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b. confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- c. confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- d. confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- e. declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Mr. Sagar Kumbhani fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management. The Board accordingly recommends the passing of the necessary resolution by the Members of the Company.

Save and except Mr. Sagar Kumbhani being the appointee, none of the Directors or Key Managerial Personnel of the

Company including their relatives are in any way interested or concerned in the Resolution.

**Date: February 03, 2026**

**Place: Surat, Gujarat**

**By Order of the Board  
Ghushine Fintrade Ocean Limited**

**Sd/-**

**Bhagirath Radhakrishna Vaishnav**

**Company Secretary & Compliance Officer**

**Membership no: ACS 57369**

### Details of Director seeking appointment

In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings

<b>Name of the Director</b>	Mr. Sagar Kumbhani
<b>DIN</b>	00809110
<b>Date of Birth</b>	03.06.1977
<b>Age</b>	48 Years
<b>Date of First Appointment on the Board</b>	03.02.2026
<b>Qualification</b>	<ul style="list-style-type: none"><li>Bachelor of Commerce, Veer Narmad South Gujarat University (1999).</li></ul>
<b>Experience</b>	He possesses more than 25 (twenty-five) years of extensive experience in the construction and building.
<b>Terms and Conditions</b>	Mr. Sagar Kumbhani shall be appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years, commencing from February 03, 2026 and ending on February 02, 2031, subject to the approval of the Members of the Company.
<b>Details of Remuneration/ Sitting Fees last drawn (F.Y. 2024-25)</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	He will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Shareholders. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
<b>Directorships in other Companies (excluding foreign companies)</b>	NIL
<b>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</b>	NIL
<b>Listed entities from which the Director has resigned in last 3 (three) years</b>	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held (as on the date of this Notice):</b>	
<b>(a) Own</b>	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil

Date: February 03, 2026  
Place: Surat, Gujarat

By Order of the Board  
Ghushine Fintrade Ocean Limited

Sd/-

Bhagirath Radhakrishna Vaishnav  
Company Secretary & Compliance Officer  
Membership No.: ACS 57369