

GARBI FINVEST LIMITED

(Formerly Golden Properties & Traders Ltd)

CIN: L65100MH1982PLC295894

Regd. Offc: Office No.Shubham Centre1, A Wing, Office No-502, 5th Floor, Chakala,Andheri East,Mumbai,Maharashtra-400 099

Email: garbifinvest@gmail.com, website: www.gptl.in(M)-9830012564

NOTICE OF POSTAL BALLOT

Notice is hereby given that pursuant to the provisions of Sections 108 and 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), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.gptl.in

The Board has appointed Mrs. Geeta Roy Chowdhury (COP No. 7741), Partner of M/s. S. R. & Associates, Practicing Company Secretaries as the scrutinizer ("Scrutinizer") for conducting Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice.

The e-voting facility will be available during the following period:

Cut-off date for sending the Notice to eligible shareholders	Friday, 23 th January, 2026
Cut-off date for eligibility to vote	
E-voting start date and time	Sunday, 1 st February, 2026 at 9:00 A.M.
E-voting end date and time	Monday, 2 nd March, 2026

The remote e-voting facility will be disabled immediately after 5.00 p.m. (IST) on Monday, March 2, 2026 and will be disallowed thereafter.

Based on the Scrutinizer's Report, the result of remote e-voting will be announced on or before Wednesday, March 4, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Monday, March 2, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

1. Appointment of Mr. Rakesh Agarwal (DIN: 11094066) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) 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 Members be and is hereby accorded for appointment of Mr. Rakesh Agarwal (DIN: 11094066), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 18th August, 2025, 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 his 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 18th August, 2025 upto 17th August, 2030, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all

or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

2. Appointment of Mrs. Preeti Vijayvargia (DIN: 11095253) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) 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 Members be and is hereby accorded for appointment of Mrs. Preeti Vijayvargia (DIN: 11095253), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 18th August, 2025, and who has submitted a declaration that she 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 her 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 18th August, 2025 upto 17th August, 2030, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

3. Appointment of Mr. Deepak Vishwakarma (DIN: 11366789) as Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the provisions of the Articles of Association of the Company, Mr. Deepak Vishwakarma (DIN: 11366789), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from November 29, 2025, and who holds office up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and

is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, and making necessary intimations to the Stock Exchanges and other regulatory authorities.”

Registered Office:

A502, A-WING, 5TH Flr,
Shubham Centre-1, Cardinal
Gracious Road, Chakala Andheri (East),
International Airport, Mumbai - 400099

Date: January 28, 2026

Place: Mumbai

**By Order of the Board of Directors
For Garbi Finvest Limited**

Sd/-

Richa Agarwalla
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act and SS-2 setting out all material facts pertaining to the resolution is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("**Notice**").
2. In compliance with the provisions of Section 108 of the Act, the Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted through postal ballot. For this purpose, the Company has availed in-house services for facilitating voting through electronic means.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose email address is registered with the Company. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. The Explanatory statement setting out all material facts as required under Section 102 of the Companies Act, 2013, in respect of special business of the Company is appended hereto.
5. The Notice is being sent to all Members whose names appear in the Register of Members as on close of business hours on Friday, January 23, 2026, i.e. 'the cut-off date'. The voting rights of Members shall be in proportion to their shares held in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 23, 2026. The person who is not a member as on the cut-off date should treat this Notice for information purpose only. In compliance with Regulation 44 of the SEBI Listing Regulations' and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
6. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through E-voting. Any recipient of this Notice who has no voting rights as on the date mentioned in point 5 above should treat the same for intimation purpose only.
7. The Board of Directors of the Company have appointed Mrs. Geeta Roy Chowdhury (COP No. 7741), Partner of M/s. S R & Associates, Practicing Company Secretaries as the scrutinizer for conducting the Postal Ballot in true and fair manner.
8. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and the result of remote e-voting will be announced on or before Wednesday, March 4, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.
9. The result of Postal Ballot shall be declared and notified by any officer of the Company authorized by the Chairman in this behalf on or before the closure of business hours at the Registered Office of the Company at A-Wing, 5th Floor, Shubham Centre-1, Cardinal Gracious Road, Chakala Andheri (East), International Airport, Mumbai - 400099 and displayed along with Scrutinizer's report on the website of Company at www.gptl.in and <https://www.evoting.cdsl.com/>
10. Pursuant to the provisions of Sections 108 and other applicable provisions, if any, of the Act and the rules framed thereunder, E-voting facility is provided to all the eligible Members of the

Company. The facility of casting vote by the Members using electronic voting system will be provided by E-voting Service Provider (ESP) i.e., Central Depository Services Limited. The Members are requested to read carefully the instructions given below before casting their vote electronically. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.

11. Kindly note that a Member can opt only one mode of voting i.e. E-voting. The Scrutinizer's decision on the validity of the votes cast through E-voting shall be final.

12. The relevant documents pertaining to the above resolution will be available for inspection at the Registered Office of the Company on any working day between 3:00 p.m. to 5:00 p.m. up to the last date of voting through E-Voting specified in the accompanying Notice.

13. Postal Ballot Notice will be available on the website of the Company www.gptl.in and on the website of e-voting service provider (ESP) i.e., Central Depository Services Limited www.evoting.nsdl.com till Monday, March 2, 2026 the last date specified by the Company for voting through e-Voting.

14. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Monday, March 2, 2026.

15. Voting through electronic means:

The voting period will commence on Sunday, February 1, 2026 at 9.00 a.m. (IST) and will end on Monday, March 2, 2026 at 5:00 p.m. (IST). During this period the Members of the Company, holding shares, as on the cut-off date i.e. Friday, January 23, 2026, may cast their vote electronically. The E-voting module shall be disabled by ESP for voting thereafter.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, February 1, 2026 at 9.00 a.m. (IST) and will end on Monday, March 2, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 23 January, 2029 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by

	<p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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)	<p>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.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant GARBI FINVEST LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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; www.gptl.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, RULES MADE THEREUNDER, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING(SS-2)

ITEM NO.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 18th August, 2025, approved the appointment of Mr. Rakesh Agarwal (DIN: 11094066), as an Additional Director (Independent) of the Company, with effect from 18th August, 2025. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Agarwal as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 18th August, 2025 upto 17th August, 2030, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mr. Rakesh has been appointed as the member of the Nomination and Remuneration Committee and Member of the Audit Committee of the Company effective 18th August, 2025.

The Company has received all the statutory declarations/disclosures from Mr. Rakesh Agarwal including the following:

- (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 for lifetime 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.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Rakesh Agarwal shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Agarwal is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Agarwal's candidature as an Independent Director of the Company.

ITEM NO.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 18th August, 2025, approved the appointment of Mrs. Preeti Vijayvargia (DIN: 11095253), as an Additional Director (Independent) of the Company, with effect from 18th August,

2025. Subject to Shareholders' approval, the Board has also approved the appointment of Mrs. Preeti Vijayvargia as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 18th August, 2025 upto 17th August, 2030, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mrs. Preeti Vijayvargia has been appointed as the member of the Nomination and Remuneration Committee and Member of the Audit Committee of the Company effective 18th August, 2025.

The Company has received all the statutory declarations/disclosures from Mrs. Preeti Vijayvargia including the following:

- (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 she 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 she 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 she is registered with the Independent Director's databank for lifetime 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 she 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.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mrs. Preeti Vijayvargia (DIN: 11095253) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Preeti Vijayvargia (DIN: 11095253) is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mrs. Preeti Vijayvargia's candidature as an Independent Director of the Company.

ITEM NO.3

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 29th November, 2025, approved the appointment of Mr. Deepak Vishwakarma (DIN: 11366789), as an Additional Director of the Company, with effect from 29th November, 2025. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Vishwakarma as Director of the Company .

Further, Mr. Vishwakarma has been appointed as the member of the Nomination and Remuneration Committee and Member of the Audit Committee of the Company effective 29th November, 2025.

The Company has received all the statutory declarations/disclosures from Mr. Deepak Vishwakarma including the following:

(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 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;

(c) 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.

Registered Office:

A502, A-WING, 5TH Flr,
Shubham Centre-1, Cardinal
Gracious Road, Chakala Andheri (East),
International Airport, Mumbai - 400099

Date: January 28, 2026

Place: Mumbai

**By Order of the Board of Directors
For Garbi Finvest Limited**

Sd/-

Richa Agarwalla
Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Sr No	Requirement of Disclosure	Details
1.	Name of the Director(s)	Mr. Rakesh Agarwal (DIN: 11094066)
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment in General Meeting
3.	Date of First Appointment	18 th August, 2025 Appointed as an Additional Director in the capacity of Independent Director for a term of 5 consecutive years subject to approval of members.
4.	Brief profile (in case of appointment)	Enclosed Below
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not related to any of the Directors of the Company
6.	Other Details	Mr. Rakesh Agrawal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Brief profile of Mr. Rakesh Agrawal

Mr. Rakesh Kumar Agrawal is a Chartered Accountant with over 8 years of extensive experience in Bank audits, direct and indirect taxation, and financial advisory services. Proven track record in managing statutory and concurrent audits of public sector and private banks. Adept at providing strategic tax planning and compliance services to a wide range of clients. Currently a Partner at SARCS & Associates, previously associated as Partner at S Garg & Company, with a strong foundation in audit quality, client servicing, and regulatory compliance.

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Sr No	Requirement of Disclosure	Details
1.	Name of the Director(s)	Ms. Preeti Vijayvargia
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
3.	Date of First Appointment	18 th August, 2025 Appointed as an Additional Director in the capacity of Independent Director for a term of 5 consecutive years subject to approval of members.
4.	Brief profile (in case of appointment)	Enclosed enclosed below
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not related to any of the Directors of the Company
6.	Other Details	Ms. Preeti Vijayvargia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Brief profile of Ms. Preeti Vijayvargia

CA Preeti Vijayvargia is a qualified Chartered Accountant with over a decade of experience in the field of taxation, audit, and financial consultancy. She is also a qualified Company Secretary and holds a Master's degree in Commerce.

Her professional expertise includes statutory bank audits (including audits of Dena Bank, SBI, and Bank of Maharashtra), GST compliance and advisory, tax planning and assessments, income tax filings, and consultancy in various legal and taxation matters. She also has experience working with reputed chartered accountancy firms in Mumbai, Chittorgarh, and Kota.

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Sr No	Requirement of Disclosure	Details
1.	Name of the Director(s)	Mr. Deepak Vishwakarma (DIN: 11366789)
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
3.	Date of First Appointmernt	29 ⁿ November, 2025 Appointed as an Additional Director of the Company.
4.	Brief profile (in case of appointment)	Mr. Deepak Vishwakarma hold a Bachelor of Arts degree and has also completed ITI qualification. He has over three year of professional experience in business operations. He brings with him practical knowledge and managerial skills that will contribute to overall growth and governance of the Company.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not related to any of the Directors of the Company
6.	Other Details	Mr. Deepak Vishwakarma is not debarred from holding the office of director by virtue of any SEBI order or any other such authority