GHUSHINE FINTRRADE OCEAN LIMITED

Registered Address: Ground Floor, 27, Aagam Cross Road, AC Market, Opp Star Galaxy, Near Shrungar Residency, Vesu Abhava Road, Vesu, Surat, Gujarat,395007. Website-www.ghushineindia.com, e-mail-ghushine95e@gmail.com, Contact- +91 7069253531.

CIN- L46411GJ1995PLC025823

NOTICE OF THE 31st ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF GHUSHINE FINTRRADE OCEAN LIMITED (CIN: L46411GJ1995PLC025823) WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT SHOP NO-GF/27, AAGAM CROSS RD AC MARKET. OPP-STAR, GALAXY, NR SHRUNAGAR RESI. VESU-ABHAVARD, SURAT, 395007, ON SATURDAY, 26 SEPTEMBER 2026, 2026 AT 10.00 A.M. TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business: -

1. To consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026 and the Report of board of directors and the Auditor's Report thereon.

2. To appoint a director in place of Alok Bhopal Singh Jain (DIN: 00006643) who retires by rotation and being eligible, offers himself for reappointment.

3. Appointment of auditor to fill casual vacancy

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

"**RESOLVED THAT** pursuant to the provisions of **Section 139(8)(i)** and other applicable provisions, if any, of the **Companies Act, 2013** ("the Act") read with the **Companies (Audit and Auditors) Rules, 2014** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of **M/s. A R G S & ASSOCIATES., CHARTERED ACCOUNTANTS,** , **FIRM REGISTRATION NO. 104035W** & **PAN NO**: **AANFK1882H**, who were appointed by the Board of Directors at its meeting held on **February 3, 2026**, to fill the casual vacancy caused by the resignation of the erstwhile Statutory Auditors, **M/s APMM & Co., Chartered Accountants FIRM REGISTRATION NO. 147804W & PAN NO. ABPFM6852**.

RESOLVED FURTHER THAT M/s A R G S & ASSOCIATES., CHARTERED ACCOUNTANTS, FIRM REGISTRATION NO. 104035W & **PAN NO**: **AANFK1882H**, shall hold office as the Statutory Auditors of the Company from **February 3, 2026**, until the conclusion of the next Annual General Meeting (AGM) to be held for the financial year ending March 31, 2026, at a remuneration of RS. 30,000 per annum, plus out-of-pocket expenses, and traveling expenses, with authority to the board or any committee thereof to decide the remuneration payable as may be mutually agreed upon between the Board of Directors (or a Committee thereof) and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters, and things, including filing necessary forms (specifically **Form ADT-1**) with the Registrar of Companies (ROC) and intimating the Stock Exchanges, as may be required to give effect to this resolution."

FURTHER RESOLVED THAT the Auditor so appointed are exempt from attending General Meetings of the Company."

<u>Special Business: -</u>

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

4. **Reappointment of Kusum Fulfagar as an Independent Director**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with regulations 17 and 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of Articles Of Association of the Company & based on recommendation of Nomination & Remuneration committee & board of directors of company, approval of shareholders be & is hereby accorded for appointment of KUSUM FULFAGAR (DIN: 00809110] whose first term of 5 consecutive years as Non-Executive Independent Director of the Company be at the conclusion of this AGM and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and in respect of whom the Company has received notice in writing under Section 160(1) of the Act from a member proposing his/her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 years with effect from 27.09.2026 up to 26.09.2031."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby safely 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 or expedient to give effect to this resolution, including filing of necessary e-forms with the Registrar of Companies (ROC)."

By Order of the Board of Directors

GHUSHINE FINTRRADE OCEAN LIMITED

SD/-

Place: Surat
ALOK BHOPALSINGH JAIN

Date: 31.08.2026
Chairman /Managing Director& CEO
DIN: 00006643

NOTES:-

(1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective, should be completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

(2) A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total paid-up share capital of the company.

(3) Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representative to attend and vote on their behalf at the meeting.

(4) The cut-off Date (Record Date) is fixed on Saturday, September 19, 2026.

(5) Register of Members and the Share Transfer books of the Company will remain closed from 20th September, 2026 to 26TH September, 2026 (Both days inclusive).

(6) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special business no. 4 setting out material facts is annexed hereto.

(7) As required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of directors seeking appointment/reappointment are provided in Annexure A attached with the Notice.

(8) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Compliance officer at least seven days prior to the meeting so that the required information can be made available at the Meeting.

(9) Member attending the meeting are requested to bring with them the Attendance Slip attached at Annual Report duly filled in and handover the same at the entrance of the hall.

(10) In case of joint holder attending the meeting, only such joint holder whose name stands first in the records of the Company will be entitled to vote.

(11) Since your company is listed on SME platform, as per the section 108 "Voting by means of electronic means" to be read with the rule 20 (amended on 23rd September, 2016) of the Companies (Management & Administration) Rules 2014 ("the rules"), read with SEBI (LODR) Regulations, 2015, the SME companies are exempted from the provisions of the applicability of the E-voting. Hence no arrangement has been made for E-Voting.

(12) In compliance with the requirements of the MCA Circulars, SEBI (LODR) Regulations and Rule 11 of Companies (Accounts) Rule, 2014, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2026 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith(Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means.

(13) In view of the above MCA Circulars, the Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 read alongside the 2024 extension (CIR/2024/133), also extended the relaxation from the requirement of sending the hard copy of annual report to the shareholders who have not registered their email addresses. Therefore, the Annual Report of the Company for the financial year ended 31st March 2026, being sent through electronic mode only to the members whose email addresses are registered/available with the Company/ RTA/Depositories.

(14) Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are also requested to intimate, indicating their folio number, the changes, if any, in their registered address to their DPs or RTA of the company.

(15) A copy of the Notice of the 31st Annual General Meeting and the Annual Report for 2025-26 has been placed on the Company's website http://ghushineindia.com/for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

(16) All documents including register of proxy as refer to in the Notice will be available for inspection at registered office of the company during 10:00 A.M. to 03:00 P.M. on all working days except Sunday and Holidays up to the date of AGM.

(17) The Board of Directors has appointed JITENDRA RAMANLAL BHAGAT Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing votes casted at the Meeting in a fair and transparent manner.

(18) The Scrutinizer shall after Scrutinizing votes cast at the AGM shall submit the report to the Chairperson of the Company not later than 2 days of the conclusion of the AGM.

(19) The results declared along with scrutinizer's report shall be placed on company's website. The result shall be simultaneously communicated to the BSE LIMITED.

(20) Route-map to the venue of the Meeting is provided at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ORDINARY BUSINESS OF THE ACCOMPANING NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT SHOP NO-GF/27, AAGAM CROSS RD AC MARKET. OPP-STAR, GALAXY, NR SHRUNAGAR RESI. VESU-ABHAVARD, SURAT, 395007, ON SATURDAY, 26 SEPTEMBER 2026 AT 10:00 A.M.

The following statement sets out all material facts relating to the special business mentioned in the Notice of AGM.

ITEM 3: Appointment of Statutory Auditors

The Board of Directors, upon the recommendation of the Audit Committee, at its meeting held on February 3, 2026, **appointed A R G S & ASSOCIATES., CHARTERED ACCOUNTANT, FIRM REGISTRATION NO. 104035W & PAN NO: AANFK1882H** as the Statutory Auditors of the Company. This appointment was made to fill the casual vacancy caused by the resignation of the erstwhile Statutory Auditors, **APMM & Co., Chartered Accountants FIRM REGISTRATION NO. 147804W & PAN NO. ABPFM6852**.

In terms of Section 139(8)(i) of the Companies Act, 2013, any casual vacancy in the office of an auditor caused by resignation must be approved by the members of the Company at a General Meeting convened within three months from the date of recommendation of the Board.

The Company promptly complied with its continuous disclosure obligations under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by intimating the Stock Exchanges (BSE/NSE) within 24 hours of the Board's decision on February 3, 2026.

However, due to unforeseen administrative delays, unavoidable operational constraints, and the extensive time required to seamlessly transition audit working papers and complete statutory on boarding protocols, the Extraordinary General Meeting (EOGM) could not be organized within the baseline 90-day statutory window.

To ensure strict compliance with corporate governance principles and to regularize the statutory audit framework, the Board now places the appointment of **A R G S & ASSOCIATES., CHARTERED ACCOUNTANTS, FIRM REGISTRATION NO. 104035W & PAN NO: AANFK1882H** before the shareholders for approval. The proposed auditors have confirmed their eligibility and willingness to act as Statutory Auditors, and have provided their consent and certificate under Section 141 of the Companies Act, 2013.

Disclosures as required under secretarial standards / corporate governance norms:

• Proposed Remuneration: RS. 30,000 P.A, plus reimbursement of expenses.
• Basis of Recommendation: Professional standing, vast experience, and capability of the firm.
• Credentials of the Auditor: Established in 2023, managing audit profiles for multiple industries

The Board recommends the Ordinary Resolution as set out at Item No.3 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM 4:

REAPPOINTMENT OF Kusum Fulfagar as an Independent Director for 2ND term.

Kusum Fulfagar was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") by the shareholders at the AGM held on 27.09.2021 for a period of 5 consecutive years. Her first term of office expires on 26.09.2026. The Nomination and Remuneration Committee (NRC), on the basis of a thorough performance evaluation of Kusum Fulfagar, has recommended her re-appointment for a second consecutive term of 5 years. The Board of Directors considers that her continued association would be of immense benefit to the Company given her vast experience, skills, and contribution during her initial tenure.

1. Background and Current Tenure
Kusum Fulfagr (DIN: 09208074) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013, to hold office for a first term of 5 consecutive years up to conclusion of 31st AGM.

2. Basis of Recommendation and Justification
The Nomination and Remuneration Committee (NRC), on the basis of a thorough performance evaluation of Kusum Fulfagar , has recommended her reappointment for a second term. During her first tenure, she has provided invaluable guidance, strategic inputs, and objective oversight during Board and Committee meetings. Her vast expertise has significantly strengthened the Board’s decision-making process.

The Board of Directors opines that the continued association of Kusum Fulfagr would be of immense benefit to the Company. It is desirable to leverage her professional standing, institutional knowledge, and experience by reappointing her.

3. Statement of Independence
In the opinion of the Board, Kusum Fulfagar fulfils all the rigorous criteria of independence specified under Section 149(6) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the management and has provided the mandatory annual declaration of independence under Section 149(7).

4. Proposed Term and Remuneration
Pursuant to Section 149(10) of the Act, an Independent Director can be reappointed for a second term of up to 5 consecutive years only by passing a **Special Resolution**. It is proposed to reappoint KUSUM FULFAGAR for a second consecutive term of 5 years from 27.09.2026 up to 26.09.2031 not liable to retire by rotation.

During this term, she shall be eligible to receive remuneration by way of **sitting fees** for attending meetings of the Board or Committees, reimbursement of out-of-pocket expenses, and profit-related commission, as approved by the Board and shareholders within statutory limits.

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Annexure-A

BRIEF PROFILE OF DIRCTOR SEEKING APPOINTMENT/ REAPPOINTMENT AT AGM

1) Name of Directors	Shri Alok Bhopal Singh Jain
2) Age	55
3) Qualification	UNDERGRADUTE
4) Date of first Appointment	10/05/1995
5) Experience	30 years
6) Terms and Conditions of Re-appointment	As per the resolution at item no.2
7) Remuneration last drawn (including sitting fees, if any)	1,00,000 P.M
8) Remuneration Proposed to be paid	NA
9) Shareholding in the company as on 31/03/2026	512450 Equity shares of Rs. 10/-
10) Relationship with other director/ key managerial personnel	Husband of Kapila Jain.
11) Number of meetings of the Board attended during the financial year (2025-26)	08
12) Membership/ Chairmanship of Committees of other Boards as on 31/03/2026	Nil
13) List of Other Directorship in listed entities as on 31/03/2025	0

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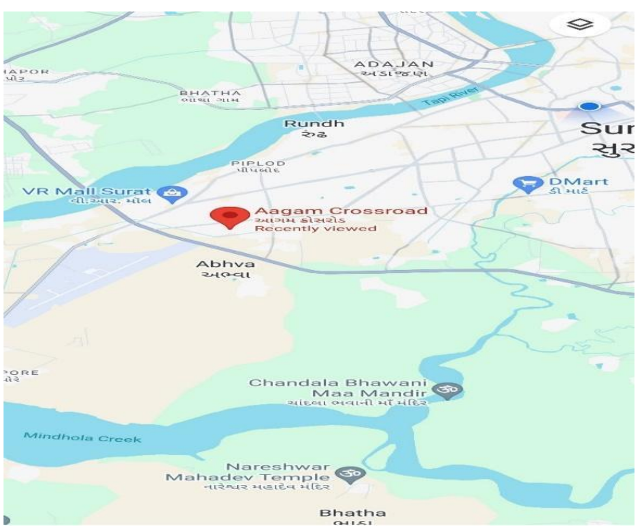
1) Name of Directors	Kusum Fulfagar
2) Age	47 Years
3) Qualification	B.COM
4) Date of first Appointment	27.09.2021
5) Experience	05 Years
6) Terms and Conditions of Re-appointment	As per explanatory statement Item no. 4.
7) Remuneration last drawn (including sitting fees, if any)	NIL
8) Remuneration Proposed to be paid	NIL
9) Shareholding in the company as on 31/03/2026	NIL
10) Relationship with other director/ key managerial personnel	NIL
11) Number of meetings of the Board attended during the financial year (2025-26)	08
12) Membership/ Chairmanship of Committees of other Boards as on 31/03/2025	STAKEHOLDER RELATIONSHIP & AUDIT COMMITTEE
13) List of Other Directorship in listed entities as on 31.3.2026	0

Sd/- Place: Surat Date: 31.08.2026	By Order of the Board of Directors **GHUSHINE FINTRRADE OCEAN LIMITED** ALOK BHOPALSINGH JAIN Chairman/Managing Director& CFO DIN:00006643

Route Map:-



Venue Link - https://maps.app.goo.gl/YLF8fwtAhHmHwdpy9

GHUSHINE FINTRRADE OCEAN LIMITED
(Formerly Pallavi Finstock Limited)

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