VERTEX SECURITIES LIMITED
(A Subsidiary of transwarranty finance Limited)
Thottathil Towers, II Floor Market Road,Ernakulam, Kochi - 682018
Telephone : 0484 - 2384848 Website : www.vertexbroking.com
E-Mail : compliance@vertexbroking.com
CIN - L67120KL1993PLC007349

August 23, 2025

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

Dear Sir/Madam,

Subject: Notice of 32nd Annual General Meeting ("AGM") of Vertex Securities Limited ("the Company") for the Financial Year 2024-2025

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 32ndAGM of the Company scheduled to be held on Wednesday, September 17, 2025 at 5.30 p.m. IST, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The said Notice forms part of the Annual Report of the Company for the financial year 2024-25 and is also available on the Company's website at www.vertexbroking.com and NSDL website at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For **Vertex Securities Limited**
RAMACHANDRAN UNNIKRISHNAN
Digitally signed by RAMACHANDRAN UNNIKRISHNAN
Date: 2025.08.23 15:07:08 +05'30'

Ramachandran Unnikrishnan
Managing Director
DIN: 00493707
Encl: a/a

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting ("AGM") of the Members of Vertex Securities Limited (VSL) will be held through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") on Wednesday, September 17, 2025 at 5.30 p.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with Report of the Directors' and Auditors thereon.
2. To re-appoint Mr. George Mampillil (DIN: 01976386), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the appointment of Mr. George Mampillil (DIN: 01976386) as Non-Executive Non-Independent Director**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the approval of the Board of the Directors, approval of the Members of the Company be and is hereby accorded for re-designation of Mr. George Mampillil (DIN: 01976386), currently the Executive Director & Chief Financial Officer of the Company as the Non-Executive Non-Independent Director of the Company with effect from August 1, 2025;

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the appointment of Mr. George Mampillil (DIN: 01976386), liable to retire by rotation, be and is hereby approved."

4. **To appoint M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder and Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Yogesh Sharma & Co., Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Secretarial Auditor and the Board."

5. **To appoint Mr. George Pulingathil Mathew (DIN: 06773663) as an Independent Director**

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

   "**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, Mr. George Pulingathil Mathew (DIN: 06773663), who was appointed as an Additional Director (Non-Executive and Independent) of the Company, with effect from August 1, 2025 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from August 1, 2025 to July 31, 2030 (both days inclusive);

RESOLVED FURTHER THAT, any Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution."

6. **To approve entering into Material Related Party Transaction(s) between the Company and/or its subsidiary on one hand and its holding company and/or subsidiaries and/or associate companies on the other hand**

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

"**RESOLVED THAT** pursuant to the provisions of Section 177 and 188 of Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and 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 Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with its subsidiary company and/or its holding company and/or fellow subsidiaries and/or associate companies for an aggregate amount not exceeding the limits as mentioned in the Explanatory Statement, upto the 33rd Annual General Meeting of the Company to be held in the year 2026, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at arm's length basis;

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

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

7. **To approve entering into Material Related Party Transaction(s) between the Company and/or subsidiary on the one hand and the Executive Directors("ED")/ Non-Executive Non-Independent Directors("NED")/ Key Managerial Personnel("KMP")/ relatives of ED,NED,KMP of the Company and/or its holding company and /or its subsidiaries on the other hand**

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

"**RESOLVED THAT** pursuant to the provisions of Section 177 and 188 of Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and 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 Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with the Executive Directors("ED")/Non-Executive Non-Independent Directors("NED")/ Key Managerial Personnel("KMP")(which shall include relatives of the ED,NED,KMP) of the Company and/or its holding company and /or its subsidiaries for an aggregate amount not exceeding the limits as mentioned in the Explanatory Statement upto the 33rd Annual General Meeting of the Company to be held in the year 2026, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) being in the ordinary course of business and at an arms' length basis;

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

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
VERTEX SECURITIES LIMITED

Sd/-
Ramachandran Unnikrishnan
Managing Director
DIN: 00493707

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

Date: July 29, 2025
Place : Kochi

Notes:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 32nd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 32nd AGM of the Company will be held through VC/OAVM.

2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In case of Joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. The Annual Report including Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

   Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the relevant Circulars issued by MCA and said SEBI Circulars, the Annual Report including Notice of the 32nd AGM of the Company will also be available on the website of the Company at www.vertexbroking.com. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.co.in.

8. Members are requested to send all their documents and communications pertaining to shares to MUFG Intime India Private Limited., Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@in.mpms.mufg.com, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit –Vertex Securities Limited".

9. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, in line with MCA Circulars and/ or SEBI Circulars, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by notifying the Company at secretarial@vertexbroking.com or Registrar & Share Transfer Agents of the Company, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at secretarial@vertexbroking.com or rnt.helpdesk@in.mpms.mufg.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to secretarial@vertexbroking.com.

11. The Company has fixed August 15, 2025 as the "Record Date" for determining the members whose name are registered to be entitled to receive Notice of the AGM.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents (RTA), MUFG Intime India Private Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.

    The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

14. SEBI vide its notification number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MUFG Intime India Private. Limited, for consolidation into a single folio.

16. Members are requested:

    a. To quote their folio number/ DP ID and Client ID in all correspondence.

    b. To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.

17. In terms of provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or RTA.

18. Norms for furnishing of PAN, KYC, Bank details and Nomination:

    a. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB/P/

CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021,respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

20. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING TROUGH ELECTRONIC MEANS

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

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

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

IV. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

V. The remote e-voting period commences on September 13, 2025 at 9:00 a.m. and ends on September 16, 2025 at 5.00 p.m. During this period, the Members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 10, 2025 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 10, 2025.

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

The remote e-voting period begins on Saturday, September 13, 2025 at 9:00 A.M. and ends on Tuesday, September 16, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut- off date) i.e. September 10, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 10, 2025. The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

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

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

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

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. b) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. c) If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select ‘Register Online for IDeAS Portal’ or click at https://eservices. nsdl.com/SecureWeb/IdeasDirectReg.jsp d) 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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or ‘e-voting service provider i.e. NSDL’ and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. e) Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing Myeasi username and password. b) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133805 then user ID is 133805001***

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to secretarial@vertexbroking.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@vertexbroking.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csysharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting tab” in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Sagar S Gudhate, Senior Manager at evoting@nsdl.com.
4. The Board of Directors has appointed M/s. Yogesh Sharma & Co, Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366)as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM , unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior the AGM) and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared, alongwith the Scrutinizer’s Report, shall be placed on the Company’s website at www.vertexbroking.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors
VERTEX SECURITIES LIMITED

Sd/-
Ramachandran Unnikrishnan
Managing Director
DIN: 00493707

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

Date: July 29, 2025
Place : Kochi

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

As required by Section 102 of the Act and/or the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 7 of the accompanying Notice dated July 29, 2025.

For Item No. 2 and 3

Re-appointment of Mr. George Mampillil (DIN: 01976386), who retires by rotation and re-designation as Non-Executive Non-Independent Director of the Company

The Members of the Company at its Meeting held on September 27, 2024 had approved the re-appointment of Mr. George Mampillil (DIN: 01976386) as the Executive Director & Chief Financial Officer for a period of 3 years w.e.f. August 13, 2024. Due to health issues, Mr. Mampillil would no longer be actively involved in the day-to-day operations of the Company and stepped down from the position of CFO with effect from August 1, 2025. Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience and the substantial contribution made by him during his tenure and considering that the continued association of Mr. Mampillil as Non-Executive Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board at its meeting held on July 29, 2025, appointed Mr. Mampillil as an Non- Executive Director of the Company with effect from August 1, 2025, subject to approval of the Members by way of Special Resolution at the ensuing AGM of the Company, liable to retire by rotation. He is not disqualified from being appointed as a director in terms of section 164 of the Act.

Other Information:

Name of the Director	Mr. George Mampillil
Director Identification Number	01976386
Designation	Non-executive Non-Independent Director
Date of Birth	19/04/1948
Qualifications	B. Sc.
Brief Profile and Expertise including nature of expertise in specific functional areas	He has over 26 years of experience in the Financial Markets. He was the Chief Executive Officer of Acumen Group, Cochin based Financial Services Company for 10 years.
Terms and conditions of appointment/re-appointment	Redesignation as Non-executive Non-Independent Director, liable to retire by rotation
Date of first appointment	13/08/2018
Remuneration last drawn (FY 2025)	Rs. 12,00,000
Remuneration payable	Nil
No. of shares held	5,50,000 Equity Shares of Rs.2 each
Inter-se relationship with other Directors /Manager/ Key Managerial Personnel of the Company	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY 2025	4 out of 4
Directorships held in other entities	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Save and except Mr. Mampillil none of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set forth in Item No. 2 and 3 of the Notice for approval of the Members.

Item No. 4 Appointment of M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for up to two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board at its meeting held on July 29, 2025 has approved the appointment of M/s Yogesh Sharma & Co., Practicing Company Secretaries, (Membership No. FCS 11305 & COP No. 12366) a peer reviewed firm (PR No. 1583/2021) as Secretarial Auditors of the Company for period of five consecutive years commencing from FY2026 till FY2030.

M/s. Yogesh Sharma & Co. have consented to the said appointment and confirmed that the appointment, if made, would be within the limit specified by the Institute of Company Secretaries of India.

Mr. Sharma has confirmed that the Firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A of SEBI Listing Regulations, provisions of Section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Mr. Sharma hereby affirms his compliance with Regulation 24A(1B) of the SEBI Listing Regulations in providing services to the Company. Further, M/s. Yogesh Sharma & Co, confirms that it holds a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s. Yogesh Sharma & Co, a reputed Practicing Company Secretary firm established in 2011 by Mr. Yogesh Sharma, a Fellow Member of the Institute of Company Secretaries of India, has a team of experienced and qualified company secretaries. Over the years, the firm has built a diverse client base, serving various corporates and its clientele spans companies in the Manufacturing public sector, Health Care sector, Textile Industries, NBFCs & Stock Broking companies, leading corporates and not-for-profit organizations. The firm offers a wide range of services, including secretarial audits, corporate governance consulting, certifications and regulatory advisory. The Board of Directors has approved remuneration of Rs. 70,000 plus applicable taxes and out of pocket expenses for FY26 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee in consultation with M/s Yogesh Sharma & Co.

The Board, based on the credentials of the firm and clientele, technical expertise, capacity and eligibility criteria prescribed under SEBI Listing Regulations recommends appointment of M/s. Yogesh Sharma & Co. as Secretarial Auditor of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the ordinary resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No. 5 Appointment of Mr. George Pulingathil Mathew (DIN: 06773663) as an Independent Director

The Board of Directors at its meeting held on July 29, 2025, with the recommendation of the Nomination, Remuneration and Compensation Committee of the Company appointed Mr. George Pulingathil Mathew (DIN: 06773663) as an additional Independent Director with effect from August 01, 2025 to hold office till the conclusion of next Annual General Meeting of the Company.

The Company has received the consent letter from Mr. Mathew to the effect that he is interested in acting as an Independent Director of the Company for a term of 5 years and he meets criteria of Independence provided in Section 149 (6) of the Act and Regulation 16(1), 17, 25 of the SEBI Listing Regulations.

The Company had also received declarations from Mr. Mathew confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against him debarring him from accessing the capital markets and restraining him from holding the position of director in any listed Company.

Mr. Mathew has also confirmed that he is registered with the data bank of independent director maintained by the Indian Institute of Corporate Affairs.

Other Information:

Name of the Director	Mr. George Pulingathil Mathew
Director Identification Number	06773663
Date of Birth	20/05/1971
Qualifications	CS, CMA and MBA in Finance
Experience	Over 29 years
Brief Profile and Expertise including nature of expertise in specific functional areas	Mr. Mathew is a seasoned Finance and Management Professional with over 29 years of experience in Corporate Finance, Accounts, Costing, and Secretarial Functions. He is a Fellow Cost and Management Accountant (FCMA), Associate Company Secretary (ACS), and an MBA in Finance from IIM Kozhikode. He has been part of the senior management team in prominent organisations in the finance, accounting, secretarial and compliance functions.

Terms and conditions of appointment	Non-executive Independent Director
Remuneration last drawn (FY 2025)	Nil
Remuneration payable	He will not be entitled to any remuneration, except for the sitting fees for the meetings he attends.
Date of first appointment	01/08/2025
No.of shares held	Nil
Relationship with other Directors /Managers/ Key Managerial Personnel	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	-
Directorships held in other entities	Heartha Herbals Private Limited Datamate Info Solutions Limited Hanhold Consulting Private Limited
Membership/ Chairmanship of Committees of other Boards	Chairmanships: Nil Memberships: Audit Committee - Datamate Info Solutions Limited

Save and except Mr. Mathew , none of the other Directors, KMPs and/ or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 of the Notice for approval of the Members.

Context for Item No. 6 and 7

Material Related Party Transactions

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

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

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

It is in the above context that, ordinary Resolution Nos. 6 and 7 are placed for approval of the Members of the Company.

Item No. 6

Material Related Party Transaction(s) between the Company and/or its subsidiary on one hand and its holding company and/or subsidiaries and/or associate companies on the other hand

Details of the proposed RPTs between the Company and/or its subsidiary and/or its holding company and/or fellow subsidiaries and/or associate companies including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No	Description	Details of Proposed RPT between VSL and/or its subsidiary on one hand and its holding company and/or subsidiaries and/or associate companies on the other hand
1.	Name of the Related Party and its relationship with the Company	Transwarranty Finance Limited (Holding Company) Transwarranty Capital Market Services Private Limited (Wholly Owned Subsidiary of Transwarranty Finance Limited) Vertex Commodities and Finpro Private Limited (Subsidiary of Vertex Securities Limited) The above-mentioned companies are Related Party of the Company

2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company and/or its holding company and/or subsidiaries and/or associate companies.
3.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company have entered into/ proposes to enter into Material RPTs from the date of the ensuing AGM till date of the next AGM, for an amount as mentioned below: i. Intercorporate Loans/Deposits/advances taken/given/repaid for an aggregate value not exceeding Rs. 100 crores for each of the companies. (11 Times of the Annual Consolidated Turnover of the Company) ii. Interest and other expenses paid for an aggregate value not exceeding Rs. 10 crores for each of the companies (110% of the Annual Consolidated Turnover of the Company) iii. Interest and any Income received for an aggregate value not exceeding Rs. 10 crores for each of the companies (110% of the Annual Consolidated Turnover of the Company) iv. Any sale / purchase of investments / assets and receipt / payments thereof for an amount not exceeding Rs. 20 crores for each of the companies. (220% of the Annual Consolidated Turnover of the Company)
4.	Percentage of the Company's annual consolidated Turnover	As stated above
5.	Value of Transaction	Not exceeding Rs. 100 / 10/10/20 Crores as mentioned above.
6.	Justification for the proposed RPTs	The Company and/or its holding company and/or subsidiaries and/or associate companies require funds from time to time to meet the urgent working capital requirements.
7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	As mentioned in the Point No 3 above
8.	Details of the source of funds in connection with the proposed transaction	The Company and/or its holding company and/or subsidiaries and/or associate companies shall provide loans from their own sources /internal accruals.
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of Indebtedness • Cost of fund and • Tenure	No
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Terms as mentioned in Point No 3 above Tenure: Upto the Date of 33rd AGM to be held in year 2026 The above inter-corporate deposits are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirement and other general corporate purposes of the company.

12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable.
13.	Any other information that may be relevant	Not Applicable

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution. Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.6 of the Notice convening this AGM, for approval by the Members.

Item No. 7

Material Related Party Transaction(s) between the Company and/or subsidiary on the one hand and the Executive Directors(“ED”)/Non-Executive Non-Independent Directors(“NED”)/ Key Managerial Personnel(“KMP”)/ relatives of ED,NED,KMP of the Company and/or its holding company and /or its subsidiaries on the other hand

Sr. No	Description	Details of Proposed RPT between the Company and/or subsidiary on the one hand and the Executive Directors(“ED”)/Non-Executive Non-Independent Directors(“NED”)/ Key Managerial Personnel(“KMP”)/ relatives of ED,NED,KMP of the Company and/or its holding company and /or its subsidiaries on the other hand
1.	Name of the Related Party and its relationship with the Company	1. Mr. Kumar Nair (Executive Director of the Company) 2. Mr. Ramachandran Unnikrishnan (Managing Director of the Company) 3. Mr. George Joseph Mampillil (Non-Executive Non-Independent Director of the Company w.e.f August 1, 2025) 4. Ms. Meera Haridas (Executive Director of the Company) and the relatives of the aforementioned thereof The above-mentioned directors/ relatives are Related Party of the Company.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company and/or its holding company and/or subsidiaries and/or associate companies.
3.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company have already entered into / propose to enter into the following RPTs : For loans / NCDs taken/ repaid / redeemed, Interest paid from / to some the Directors/ KMPs / relatives of the ED,NED, KMPs individually for amounts not exceeding Rs. 20 Crores (220% of Annual Consolidated turnover of the Company)
4.	Percentage of the Company’s annual consolidated Turnover	As mentioned in the Point No 3 above
5.	Value of Transaction	Not exceeding Rs. 20 Crores for each directors/relatives
6.	Justification for the proposed RPTs	The Company requires funds from time to time to meet the urgent working capital requirements. Funds are arranged to meet the urgent working capital requirements of the Company at short notice at reasonable cost.
7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	As mentioned in Point No 3

8.	Details of the source of funds in connection with the proposed transaction	The directors shall provide loans from their own sources/ funds.
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of Indebtedness • Cost of fund and • Tenure	No
10.	Applicable terms, including covenants, tenure,interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The transactions as mentioned above will be carried out in multiple tranches and/ or at multiple times from individual director/their relatives for an amount not exceeding in aggregate, Rs. 20 crores from each. Tenure: Upto the Date of 33rd AGM to held be in Year 2026 The above loans are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirement and other general corporate purposes of the Company.
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not applicable
13.	Any other information that may be relevant	Not Applicable

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution. Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.7 of the Notice convening this AGM, for approval by the Members.

By Order of the Board of Directors
VERTEX SECURITIES LIMITED
Sd/-

Ramachandran Unnikrishnan
Managing Director
DIN: 00493707

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Date: July 29, 2025
Place : Kochi