

GSB FINANCE LIMITED

CIN: L99999MH2001PLC134193

GSTIN: 27AACCG0914E1Z3

Corporate Office : 301,2nd Floor, Eskay Plaza, Anand Talkies Road, Raipur (CG) 492001

Date: 16.02.2026

To,
BSE Limited,
P.J. Towers,
Dalal Street, Fort
Mumbai – 400001.

Scrip Code: 511543

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change in management:

Dear Sir/Madam,

In terms of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the following resolutions have been passed today, i.e. Monday, February 16, 2026:

1. Adoption of New set of Memorandum of Association (“MOA”) of the Company as per the Companies Act, 2013.
2. Adoption of New set of Articles of Association (“AOA”) of the Company as per the Companies Act, 2013.
3. Regularization of Additional Director (Non-Executive, Non-Independent), Mr. Kshitij Agarwal (DIN: 03377355), as Non-Executive, Non-Independent Director of the Company.
4. Regularization of Mr. Vivek Kumar Singhal (DIN: 01962224) (Executive, Non-Independent), as Executive, Non-Independent, Managing Director of the Company.
5. Regularization of Additional Director (Non-Executive, Independent), Mr. Hari Chand Mittal (DIN: 08797386), as Non-Executive, Independent Director of the Company.
6. Regularization of Additional Director (Non-Executive, Independent), Ms. Sweta Pareek (DIN: 11367022), as Non-Executive, Independent Director of the Company.

The additional details as per the master circular issued by the Securities and Exchange Board of India HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith as “**Annexure – A**”

Payal Jain
Company Secretary & Compliance Officer

**Registered Office: 201, 2nd Floor, Eco Space I.T.
Park Building, Village Mogra, Old Nagardas Road,
Andheri(E) Mumbai, (MH) – 400069**

- Telephone: 0771-4210000
- Email : compliance@gsbfinancelimited.com
- Website: gsbgroup.co.in

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Annexure - A

For Item No. 1 & 2:

Amendments to the Memorandum and Articles of Association in brief:

The Existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA and AOA is necessary to align the existing MOA and AOA with the Companies Act, 2013 ("Act").

The Board of Directors, at its meeting held on 16th January 2026, approved the proposal for adoption of new set of MOA and AOA according to the Companies Act 2013, subject to approval of the Members of the Company by way of a Special Resolution through Postal Ballot and subject to such approvals, consents, and permissions as may be required from the Registrar of Companies and/or other statutory or regulatory authorities.

For Item No. 3, 4, 5 & 6:

Details of the Director seeking appointment	
Name of Director	Mr. Kshitij Agrawal
Director Identification Number (DIN)	03377355
Date of Birth	14/06/1979
Date of First Appointment on Board	November 20, 2025
Terms and conditions of appointment	As per the Resolution set out in Item No. 3 of this Notice
Qualifications/brief profile	Mr. Kshitij Agrawal holds degree in Masters in Computer Science and has worked as a Manager in a NCDX Broker Company
Date of appointment	February 16, 2026
Reason for Change viz. Appointment	Pursuant to the change in control of the company and the resultant change in management of the Company as approved by the Reserve Bank of India
Affirmation that the Director being appointed is not debarred from holding the office of the Director by virtue of any order of SEBI or any other such authority.	We affirm that Mr. Kshitij Agrawal is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Mr. Kshitij Agrawal is not debarred from holding the office of Director pursuant to any SEBI order.
Expertise in Specific Functional Area	Commerce graduate with experience in financial market
Experience	With over 18 years of working experience in financial markets, he is an astute investor, and is having an extensive experience in trading & investing in various segments of the market
Directorship in other companies (excluding this listed entity)	1. Algoma Energy and Safe Buildcon Private Limited 2. Commodity Mandi Private Limited 3. Stock Mandi Private Limited 4. AVP Finvest Private Limited 5. Nivesh Mandi Private Limited 6. Aakhya Real Estate Private Limited

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	7. IT Mandi India Private Limited 8. Placebo Charitable Foundation 9. Bulsona Tradelink Private Limited 10. Ashvath Capital Private Limited
Membership of committees in public limited companies including this listed entity	GSB Finance Limited:- <ul style="list-style-type: none">• Nomination and Remuneration Committee – Member• Stakeholder Relationship Committee – Member• Risk Management Committee - Member
Name of Listed Companies from which the Director resigned during last three years	None
Inter relationship	Mr. Kshitij Agrawal is not related to any Director of the Company
No. & % of Equity Shares held in the company	3,92,000 Shares amounting to 6.53%
Number of Board Meetings attended during the financial year 2025-26	3
Details of remuneration last drawn	None
Details of Remuneration sought to be paid	Sitting Fees for attending Board and/or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws

Details of the Director seeking appointment

Name of Director	Vivek Kumar Singhal
Director Identification Number (DIN)	01962224
Date of Birth	03/08/1977
Date of First Appointment on Board	November 20, 2025
Terms and conditions of appointment	As per the Resolution set out in Item No. 4 of this Notice
Qualifications/brief profile	Mr. Vivek Kumar Singhal is a Chartered Accountant who has an experience of 18 years in share investment activities in shares and securities including trading in shares derivative and commodity derivatives
Date of appointment	February 16, 2026
Reason for Change viz. Appointment	Pursuant to the change in control of the company and the resultant change in management of the Company as approved by the Reserve Bank of India
Affirmation that the Director being appointed is not debarred from holding the office of the Director by virtue of any order of SEBI or any other such authority.	We affirm that Mr. Vivek Kumar Singhal is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Mr. Vivek Kumar Singhal is not debarred from holding the office of Director pursuant to any SEBI order.
Expertise in Specific Functional Area	Expertise in stock and capital markets
Experience	Vivek Kumar Singhal is a seasoned finance professional with an impressive blend of academic excellence and professional credentials. He holds a Chartered Accountant (CA) degree from Institute of Chartered Accountants of India. He has over 18 years of experience Indian stock and capital markets & has a deep understanding & a comprehensive knowledge of all aspects of the capital market.

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Directorship in other companies (excluding this listed entity)	<ol style="list-style-type: none">1. Coffers Steel & Power Private Limited2. Algoma Energy and Safe Buildcon Private Limited3. Commodity Mandi Private Limited4. Stock Mandi Private Limited5. AVP Finvest Private Limited6. Nivesh Mandi Private Limited7. Aakhya Real Estate Private Limited8. IT Mandi India Private Limited9. Placebo Charitable Foundation10. Bulsona Tradelink Private Limited11. Ashvath Capital Private Limited12. Coffers Metallics Private Limited
Membership of committees in public limited companies including this listed entity	GSB Finance Limited:- <ul style="list-style-type: none">• Audit Committee - Member• Stakeholder Relationship Committee - Member• Risk Management Committee - Chairperson
Name of Listed Companies from which the Director resigned during last three years	None
Inter relationship	Mr. Vivek Kumar Singhal is not related to any Director of the Company
No. & % of Equity Shares held in the company	15,70,000 Shares amounting to 26.17%
Number of Board Meetings attended during the financial year 2025-26	3
Details of remuneration last drawn	None
Details of Remuneration sought to be paid	Sitting Fees for attending Board and/or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws

Details of the Director seeking appointment

Name of Director	Hari Chand Mittal
Director Identification Number (DIN)	08797386
Date of Birth	07/07/1959
Date of First Appointment on Board	November 20, 2025
Terms and conditions of appointment	As per the Resolution set out in Item No. 5 of this Notice
Qualifications/brief profile	Mr. Hari Chand Mittal is a postgraduate with a degree in Master of Commerce and a certified associate from Indian Institute of Bankers. In his long and illustrious career of more than 37 years with Union Bank of India, he has held several leadership positions including Mumbai and then entire Maharashtra under Pune Zone, Field General Manager from where he retired on 31 July 2019.
Date of appointment	February 16, 2026
Reason for Change viz. Appointment	Pursuant to the change in control of the company and the resultant change in management of the Company as approved by the Reserve Bank of India
Affirmation that the Director being appointed is not debarred from holding the office of the Director by	We affirm that Mr. Hari Chand Mittal is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority.

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virtue of any order of SEBI or any other such authority.	Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Mr. Hari Chand Mittal is not debarred from holding the office of Director pursuant to any SEBI order.
Expertise in Specific Functional Area	Vast exposure and practical experience in various fields of banking administration, enriched by deep understanding of operations as well as finance
Experience	Hari Chand Mittal is a postgraduate with a degree in Master of Commerce and a certified associate from Indian Institute of Bankers. In his long and illustrious career of more than 37 years with Union Bank of India, he has held several leadership positions including Mumbai and then entire Maharashtra under Pune Zone as Field General Manager, from where he retired on 31 July 2019.
Directorship in other companies (excluding this listed entity)	<ol style="list-style-type: none">1. Vakrangee Limited2. Vakrangee Digital Ventures Limited3. Vakrangee Finserve Limited4. XL Energy Limited5. Vortex Engineering Private Limited
Membership of committees in public limited companies including this listed entity	<p>In following committees in Vakrangee Ltd</p> <ul style="list-style-type: none">• Audit Committee - Chairman• Nomination and remuneration Committee - Chairman• Risk Management Committee - Chairman• CSR Committee - Member• Board ESG Committee – Member <p>For GSB Finance Limited:</p> <ul style="list-style-type: none">• Audit Committee - Member• Nomination and Remuneration Committee - Member
Name of Listed Companies from which the Director resigned during last three years	None
Inter relationship	Mr. Hari Chand Mittal is not related to any Director of the Company
No. & % of Equity Shares held in the company	NIL
Number of Board Meetings attended during the financial year 2025-26	0
Details of remuneration last drawn	Nil
Details of Remuneration sought to be paid	Sitting Fees for attending Board and/or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws

Details of the Director seeking appointment

Name of Director	Sweta Pareek
Director Identification Number (DIN)	11367022
Date of Birth	09/07/1997
Date of First Appointment on Board	November 20, 2025
Terms and conditions of appointment	As per the Resolution set out in Item No. 6 of this Notice
Qualifications/brief profile	Ms. Sweta Pareek is an MBA graduate with professional experience in revenue management, business analytics, market research, and financial reporting. She has handled responsibilities related to

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	revenue planning, pricing strategy, forecasting, channel management, performance reporting, sales data analysis, and budgeting support. She has also contributed to business development and customer analytics in her previous roles.
Date of appointment	February 16, 2026
Reason for Change viz. Appointment	Pursuant to the change in control of the company and the resultant change in management of the Company as approved by the Reserve Bank of India
Affirmation that the Director being appointed is not debarred from holding the office of the Director by virtue of any order of SEBI or any other such authority.	We affirm that Ms. Sweta Pareek is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Ms. Sweta Pareek is not debarred from holding the office of Director pursuant to any SEBI order.
Expertise in Specific Functional Area	Sweta Pareek is a commerce graduate with MBA in Finance
Experience	She has served as a Revenue Executive in Hyatt Regency at Kathmandu, Nepal from 2022-2024.
Directorship in other companies (excluding this listed entity)	NIL
Membership of committees in public limited companies including this listed entity	GSB Finance Limited:- <ul style="list-style-type: none">• Audit Committee – Chairperson• Nomination and Remuneration Committee – Chairperson• Stakeholder Relationship Committee – Chairperson• Risk Management Committee - Member
Name of Listed Companies from which the Director resigned during last three years	None
Inter relationship	Ms. Sweta Pareek is not related to any Director of the Company
No. & % of Equity Shares held in the company	NIL
Number of Board Meetings attended during the financial year 2025-26	3
Details of remuneration last drawn	Rs. 30,000 for the Quarter ended December 2025
Details of Remuneration sought to be paid	Sitting Fees for attending Board and/or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws

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REPORT OF SCRUTINIZER(S)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
GSB Finance Limited,
(CIN: L99999MH2001PLC134193)
201, 2nd Floor, Eco Space I.T. Park Building,
Village Nagardas Road, Andheri (E),
Mumbai - 400069.

We are pleased to present our report on the Postal Ballot conducted by **GSB Finance Limited** ("the Company") seeking consent of its Members for the resolution as contained in the Notice of Postal Ballot dated **January 16, 2026**.

1. In terms of the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on **January 16, 2026** to conduct the Postal Ballot as contained in the Notice of Postal Ballot dated **January 16, 2026** ("Postal Ballot Notice").
2. In terms of Section 110 and 108 of the Act and all other applicable provisions, if any, read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") from time to time on "Clarification of passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder", Members' approval was sought for Four (4) Special Resolution and Two (2) Ordinary Resolutions as contained in the Postal Ballot Notice through e-voting only.
3. **Notice of the Postal Ballot**
 - 3.1 The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories, as on **Friday, January 09, 2026** ("**the cut-off date**") the Company had completed the dispatch of Postal Ballot Notice to the Members who had registered their email - IDs with the Company/Depository Participants/Registrar and Transfer Agent (RTA).
 - 3.2 The Company had hosted the Postal Ballot Notice on its website and the website of MUFG Intime Private Limited ("Insta-Vote") and also intimated the same to BSE Limited on **January 16, 2026**.



Ashita Kaul & Associates

Practicing Company Secretary

+91 9892332128 | ashita@csashitakaul.com

- 3.3 Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **January 17, 2026** in all editions of **Free Press Journal, English Newspaper and Navshakti, Marathi Newspaper.**
4. In terms of aforesaid notice, Members' were required to convey their assent or dissent only through e-voting system, on the e-voting platform provided by Insta-Vote, from **09:00 A.M. (IST) on Saturday, January 17, 2026 till 05:00 P.M. (IST) on Monday, February 16, 2026.**
5. Members' details, their voting rights and voting pattern were downloaded by us from the Insta -Vote e-voting platform.
6. With respect to the Ordinary resolutions as set out in item No. 3 and 4 of the Postal Ballot Notice, to approve regularization of Mr. Kshitij Agrawal and Mr. Vivek Kumar Singhal, the Company provided us with the details of the related parties of the Company, who, pursuant to the provisions of Section 188 of the Companies Act, 2013 are not entitled to vote to approve the resolutions. Accordingly, the votes casted by the related parties in favour of the said resolutions, if any, have not been considered for scrutiny.
7. After the scrutiny of the e-voting results, we report that:
- 7.1 Subject to votes not considered as per point 6, all the votes casted by the members were found to be valid;
- 7.2 The Four (4) Special Resolutions and Two (2) Ordinary Resolutions as contained in the Postal Ballot Notice have been passed with requisite majority.

We have annexed with this report, the analysis of the result of the resolution as contained in the Postal Ballot Notice.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane

Received & Counter signed
For GSB Finance Limited
Payal Jain
Company Secretary &
Compliance Officer



Ashita Kaul & Associates

Practicing Company Secretary
+91 9892332128 | ashita@csashitakaul.com

Result of Postal Ballot

Item No. 1: To adopt new set of Memorandum of Association (“MOA”) of the Company as per the Companies Act, 2013 subject to approval of shareholders of the Company.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	25	33,15,347	99.9967%
Dissent	3	111	0.0033%
Total	28	33,15,485	100.00%

Based on aforesaid result, we report that the **Special Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane



Ashita Kaul & Associates

Practicing Company Secretary
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Result of Postal Ballot

Item No. 2: To adopt new set of Articles of Association ("AOA") of the Company as per the Companies Act, 2013 subject to approval of shareholders of the Company.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	25	33,15,347	99.9967%
Dissent	3	111	0.0033%
Total	28	33,15,485	100.00%

Based on aforesaid result, we report that the **Special Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane



Ashita Kaul & Associates

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Result of Postal Ballot

Item No. 3: To consider regularization of Additional Director (Non-Executive, Non-Independent), Mr. Kshitij Agrawal (DIN: 03377355), by Appointing him as a Non-Executive, Non-Independent Director of the Company.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	21	527	82.6019%
Dissent	3	111	17.3981%
Total	24	638	100.00%

Based on aforesaid result, we report that the **Ordinary Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane



Ashita Kaul & Associates

Practicing Company Secretary
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Result of Postal Ballot

Item No. 4: To consider and approve the regularization of Mr. Vivek Kumar Singhal (DIN: 01962224) (Executive, Non-Independent), by Appointing him as the Executive, Non-Independent, Managing Director of the Company.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	21	527	82.6019%
Dissent	3	111	17.3981%
Total	24	638	100.00%

Based on aforesaid result, we report that the **Ordinary Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane



Ashita Kaul & Associates

Practicing Company Secretary
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Result of Postal Ballot

Item No. 5: To consider and approve the regularization of Additional Director (Non-Executive, Independent), Mr. Hari Chand Mittal (DIN: 08797386), by appointing him as a Non-Executive Independent Director.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	25	33,15,347	99.9967%
Dissent	3	111	0.0033%
Total	28	33,15,485	100.00%

Based on aforesaid result, we report that the **Special Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
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16th January, 2026 | Thane



Ashita Kaul & Associates

Practicing Company Secretary
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Result of Postal Ballot

Item No. 6: To consider and approve the regularization of Additional Director (Non-Executive, Independent), Ms. Sweta Pareek (DIN: 11367022), by appointing her as a Non-Executive Independent Director.

Particulars	Number of valid votes		Percentage (%)
	Voters	Votes	
Assent	25	33,15,347	99.9967%
Dissent	3	111	0.0033%
Total	28	33,15,485	100.00%

Based on aforesaid result, we report that the **Special Resolution** as contained in the Postal Ballot Notice has been passed with **requisite majority**.

For Ashita Kaul & Associates
Company Secretaries

Ashita



Ashita Kaul
Partner
FCS: 6988 | COP No.: 6529
ICSI UDIN: F006988G003944449
16th January, 2026 | Thane