6th November, 2026

To,
The Manager,
Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.
Symbol: TBZ

To,
The Manager,
Corporate Service Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Script Code & ID: 534369

Sub: Notice of Postal Ballot

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Further to our letter dated 30th October, 2026 and in compliance with Regulation 30 and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice of Postal Ballot dated 30th October, 2026, seeking approval of Shareholders of the Company, by way of remote e-voting process for the following items of special business.

Sl. No.	Description of Resolutions
1.	Appointment of Mr. Govindarajulu Rajendran (DIN: 02063138) as a Director of the Company (Special)
2.	Appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) as a Managing Director of the Company (Ordinary)
3.	Appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) as a Managing Director of the Company (Ordinary)

The Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as on Friday, 30th October, 2026 ("Cut-off Date") and whose e-mail id's are registered with the Company/Depositories.

The e-voting commences on Saturday, 7th November, 2026 at 9:00 A.M. IST and ends on Sunday, 6th December, 2026 at 5:00 P.M. IST.

The said Notice is also made available on the Company's website at www.tbztheoriginal.com

Kindly take the same on record.

Thanking You.

Yours faithfully,
For **Tribhovandas Bhimji Zaveri Limited**

ARPIT MAHESHWARI
Digitally signed by ARPIT MAHESHWARI
Date: 2026.11.06 13:18:21 +05'30'

Arpit Maheshwari
Company Secretary
ACS: 42396

Encl.: as above

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

CIN: L27205MH2007PLC172598
Registered Office: 241/43, Zaveri Bazar, Mumbai – 400 002.
Tel. No.: + 91 22 4046 5001
Website: www.tbztheoriginal.com | **E-mail:** investors@tbzoriginal.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") *(including any statutory modifications(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force)* and subject to other applicable laws, rules and regulations, that the following resolution(s) as set out in this Notice is proposed for approval by the members of the Company (the "**Members**") through Postal Ballot by voting through electronic means only ("**e-voting**").

Sl. No.	Description of Resolutions
1.	Appointment of Mr. Govindarajulu Rajendran (DIN: 02063138) as a Director of the Company (Special)
2.	Appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) as a Managing Director of the Company (Ordinary)
3.	Appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) as a Managing Director of the Company (Ordinary)

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the e-voting system. The instructions for e-voting are appended to this Notice. The Notice is also available on the website of the Company.

The Company has engaged M/s. KFin Technologies Limited, Registrar and Share Transfer Agents ("Kfintech" / "RTA") to provide e-voting facility. Further, the Board of Directors of the Company has appointed Mr. Pramod S. Shah (M. No. FCS 334), Partner of Pramod S. Shah & Associates, Practicing Company Secretaries as the Scrutiniser for conducting the Postal Ballot by e-voting process in a fair and transparent manner.

SPECIAL BUSINESSES

1. **Appointment of Mr. Govindarajulu Rajendran (DIN: 02063138) as a Director of the Company**

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("the **Act**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") *(including any statutory modifications(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force)*, and all other applicable laws and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated or issued from time to time, by the competent authorities to the extent applicable and provisions of the Memorandum of Association and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 30th October, 2026 and any other required approvals, permissions, consents and/ or sanctions as may be necessary and on such terms and conditions imposed by any statutory or regulatory authorities, the Members of the Company hereby approve the appointment of Mr. Govindarajulu Rajendran (DIN: 02063138), as a Director in the category of Non-Executive Director of the Company with effect from 6th December, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations, Section 152 and other applicable provisions of the Act *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, the consent of the Members of the Company be and is hereby granted for the appointment of Mr. Govindarajulu Rajendran (DIN: 02063138) as a Non-Executive Director of the Company notwithstanding his age of more than 75 years and Mr. Govindarajulu Rajendran (DIN: 02063138) can continue as a Non-Executive Director in terms of the approval granted as per this Resolution.

RESOLVED FURTHER THAT any of the Director and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.**"**

2. **Appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) as a Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196, 197, 198 and 203 of the Companies Act, 2013 ("the **Act**") and other applicable provisions of the Act and the Rules made thereunder *(including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) and/or substitution(s) thereof for the time being in force)* read with Schedule V to the Act and such other approvals, permissions as may be necessary, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any modification(s) thereof or supplements thereto, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective meetings held on 30th October, 2026 and subject to such approval as may be required, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation and

subject to the superintendence, control and direction of the Board of Directors, Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) shall manage and conduct the business and affairs of the Company.

RESOLVED FURTHER THAT by virtue of this appointment and subject to the provisions of the Act and other applicable laws, Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) be and is hereby authorised to negotiate, finalise, sign, whether digitally or otherwise, file any statutory forms with any authority including but not limited to Ministry of Corporate Affairs, Registrar of Companies, Goods and Services Tax authorities, Income Tax Department, Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and execute all documents on behalf of the Company including all agreements, undertakings, contracts, employment contracts, service agreements, renovation agreements, writings, letters and notices as may be required in the ordinary course of business, including any amendment(s), modification(s) or alteration(s) thereto from time to time.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and to seek necessary approvals or settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company.

RESOLVED FURTHER THAT any of the Director and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.**"**

3. <u>Appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) as a Managing Director of the Company</u>

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

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196, 197, 198 and 203 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act and the Rules made thereunder *(including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) and/or substitution(s) thereof for the time being in force)* read with Schedule V to the Act and such other approvals, permissions as may be necessary, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any modification(s) thereof or supplements thereto, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective meetings held on 30th October, 2026 and subject to such approval as may be required, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation and subject to the superintendence, control and direction of the Board of Directors, Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) shall manage and conduct the business and affairs of the Company.

RESOLVED FURTHER THAT by virtue of this appointment and subject to the provisions of the Act and other applicable laws, Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) be and is hereby authorised to negotiate, finalise, sign, whether digitally or otherwise, file any statutory forms with any authority including but not limited to Ministry of Corporate Affairs, Registrar of Companies, Goods and Services Tax authorities, Income Tax Department, Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, National Stock Exchange of

India Limited and execute all documents on behalf of the Company including all agreements, undertakings, contracts, employment contracts, service agreements, renovation agreements, writings, letters and notices as may be required in the ordinary course of business, including any amendment(s), modification(s) or alteration(s) thereto from time to time.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and to seek necessary approvals or settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company.

RESOLVED FURTHER THAT any of the Director and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.**"**

By Order of the Board
For Tribhovandas Bhimji Zaveri Limited

Sd/-
Arpit Maheshwari
Company Secretary
ACS: 42396

Date: 30th October, 2026
Place: Mumbai

Registered Office:
241 / 43, Zaveri Bazar,
Mumbai - 400 002,
CIN: L27205MH2007PLC172598

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the **Act**") setting out the material facts concerning the resolution(s) proposed to be passed is annexed as "**Annexure 1**" hereto and form part of this Notice. Further, additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") read with Circulars issued thereunder and Secretarial Standard on General Meetings ("**SS–2**") are also annexed.

2. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, 30th October, 2026 and whose e-mail id's are registered with the Company/Depositories. Members who have not registered their e-mail addresses are requested to register / update their e-mail addresses with the relevant Depository Participants ("**DP's**"). In case of any queries / difficulties in registering the e-mail address, Members may write to investors@tbzoriginal.com / einward.ris@kfintech.com.

3. Notice of Postal Ballot will also be available on the Company's website at www.tbztheoriginal.com and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited, Registrar and Share Transfer Agents ("Kfintech" / "RTA") at www.kfintech.com.

4. The relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act, shall be available for inspection upto the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investors@tbzoriginal.com.

5. In compliance with provisions of Section 108, 110 and other applicable provisions of the Act read with the Rules, the Company has provided facility for Members to exercise their votes electronically through remote e-voting facility provided by Kfintech. The instructions for e-voting are provided as part of this Postal Ballot Notice.

6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 30th October, 2026 ("**Cut-off Date**"). A person who becomes a Member after the Cut-off Date should treat this Notice for information purpose only. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by e-voting.

7. Voting rights of a Member/Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

8. The e-voting commences on Saturday, 7th November, 2026 at 9:00 A.M. IST and ends on Sunday, 6th December, 2026 at 5:00 P.M. IST. The e-voting module shall be disabled by Kfintech for voting thereafter. Once the vote on a resolution(s) is cast by the Member he/she shall not be allowed to change it subsequently or cast vote again. No voting shall be allowed beyond Sunday, 6th December, 2026 at 5:00 P.M. IST.

9. The resolution(s), if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 6th December, 2026.

10. The Company has appointed Mr. Pramod S. Shah (M. No. FCS 334), Partner of Pramod S. Shah & Associates, Practicing Company Secretaries, Practicing Company Secretaries, as Scrutiniser for the purpose of the Postal Ballot process, including e-voting facility.

11. The Scrutiniser will submit his report to the Chairman, or any other person as authorised by him after the conclusion of e-voting.

12. The results of Postal Ballot will be announced on or before Monday, 7th December, 2026. The declared results along with the report of the Scrutiniser will be submitted to the Stock Exchanges where the shares of the Company are listed and shall be placed on the website of the Company and also on the website of Kfintech and shall be displayed on the Notice Board at the Registered / Corporate Office of the Company.

13. General information and instructions relating to e-voting

Procedure for E-voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations, read with SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 last updated on 30th January, 2026, Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolution(s) set forth in this Postal Ballot Notice, by way of remote e-voting:

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Individual shareholde	1. Shareholders already registered for IDeAS facility may follow the	1. Shareholders already registered for Easi / Easiest facility may	Shareholders may alternatively

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
rs holding securities in demat mode	below steps: a) Visit the following URL: https://eservices.nsdl.com. b) On the home page, click on the "Beneficial Owner" icon under the 'IDeAS' section. c) On the new screen, enter User ID and Password. Post successful authentication, click on "Access to e- Voting" under e-voting services. d) Click on Company name or e-voting service provider name, i.e., KFintech and you will be re-directed to KFintech website to cast your vote. 2. Shareholders who have not registered for IDeAS facility may follow the below steps: a) To register for this facility, visit the URL: https://eservices.nsdl.com b) On the home page, select "Register Online for IDeAS" c) On completion of the registration formality, follow the steps provided above. 3. Shareholders may alternatively vote through the e-voting website of NSDL in the manner specified below: a) Visit the URL: https://www.evoting.nsdl. com b) Click on the "Login" icon available under the 'Shareholder/Member' section. c) Enter User ID (i.e., 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen. d) Postsuccessful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. e) Click on company name or e-voting service provider name, i.e., KFintech and you will be redirected to KFintech website to cast your vote. 4. For any technical assistance, Shareholders may contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 18001020990.	follow the below steps: a) Visit the following URL: https://web.cdslindia.com/ myeasitoken/Home/Login or www.cdslindia.com b) Click on the "Login" icon and opt for "My Easi New (Token)" c) On the new screen, enter User ID and Password. Without any further authentication, the evoting page will be made available. d) Click on Company name or e-voting service provider name, i.e., KFintech to cast your vote 2. Shareholders who have not registered for Easi/ Easiest facility may follow the below steps: a) To register for this facility, visit the URL: https://web.cdslindia.com/myeasitoken/Home/Login b) On completion of the registration formality, follow the steps provided above. 3. Shareholders may alternatively vote through the e-voting website of CDSL in the manner specified below: a) Visit the URL: www.cdslindia.com b) Enter the demat account number and PAN. c) Enter OTP received on mobile number & email registered with the demat account for authentication. d) Post successful authentication, the shareholder will receive links for the respective e-voting service provider, i.e., Kfintech where the e-voting is in progress. 4. For any technical assistance, Shareholders may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 2109911.	log - in using credentials of the demat account through their Depository Participants registered with NSDL / CDSL for the e-voting facility. On clicking the e-voting icon, Shareholders will be re-directed to the NSDL / CDSL site, as applicable, on successful authentication. Shareholders may then click on Company name or e-voting service provider name, i.e., KFintech and will be redirected to KFintech website to cast their vote.

MODE OF E-VOTING	THROUGH KFINTECH
Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode	1. In case a Shareholder receives an email from KFintech [for Shareholders whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions: a) Visit the following URL: https://evoting.kfintech.com/ b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e- voting, you can use your existing User ID and password to cast your vote. c) After entering these details appropriately, click on "LOGIN". d) You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on your first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. e) You need to login again with the new credentials. f) On successful login, the system will prompt you to select the "EVENT" and click on 'Tribhovandas Bhimji Zaveri Limited'.
	2. Shareholders who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's registrar and share transfer agent, KFin Technologies Limited at Selenium, Tower B, Plot No - 31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India
	3. For obtaining the User ID and Password for e-voting, Shareholders may refer the instructions below: a) If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Shareholder may send SMS: MYEPWD E- Voting Event Number+ Folio No. or DP ID Client ID to 9212993399 Example for NSDL - MYEPWD IN12345612345678 Example for CDSL - MYEPWD 1402345612345678 b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the Shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password. c) Shareholder may call Kfintech toll free number 1800-3094-001 for any assistance. Members may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Shareholder whose e-mail IDs are available.

General Instructions on E-voting:

1. Shareholders who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories/Depository Participants.

2. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Friday, 30th October, 2026, under “FOR/AGAINST” for the item set out in the Notice, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Shareholder does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

3. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

4. Corporate members are required to access the link https://evoting.kfintech.com and upload a certified copy of the Board resolution authorising their representative to vote on their behalf.

5. You may then cast your vote by selecting an appropriate option and click on “Submit”.

6. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution(s).

7. In case of any query and/or grievance, in respect of voting by electronic means through KFintech, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and E- voting user manual available at the download section of https://evoting.kfintech.com/ or may contact Ms. Sharmila Amin, Assistant Vice President of Kfintech, Tower B, Plot No - 31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India or at einward.ris@kfintech.com, evoting@kfintech.com or on phone No.: +91 910 009 4099 or call KFintech’s toll free No. 1800-309-4001 for any further clarifications.

8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

ANNEXURE 1 OF NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

COMMON EXPLANATORY STATEMENT FOR ITEM NO. 1, 2 & 3

Pursuant to the terms and conditions set forth in the share purchase agreement dated 31st August, 2026 entered into between and amongst Mr. Shrikant Gopaldas Zaveri, Mrs. Bindu Shrikant Zaveri, Ms. Binaisha Shrikant Zaveri, Ms. Raashi Shrikant Zaveri, M/s. Tribhovandas Bhimji Zaveri (TBZ) Private Limited, M/s. Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited, (collectively, the "**Sellers**") and GRT Jewellers (India) Private Limited ("**GRT**"), ("**SPA**", and the transaction contemplated under the SPA is referred to as the "**Transaction**") and upon the satisfaction and/or waivers of the stipulated conditions precedent in the SPA (including receipt of the required statutory approvals) and in compliance with the applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), the Transaction has been completed on 30th October, 2026 ("**Closing Date**").

Pursuant to the terms and conditions set forth in the SPA, the Sellers have sold and transferred an aggregate of 4,94,59,775 equity shares of the Company, i.e. the Sale Shares, constituting 74.12% of the total paid-up equity share capital of the Company to GRT on the Closing Date. Pursuant to the completion of the transactions as contemplated under the SPA, on and with effect from the Closing Date, the Sellers have ceased to be in control of the Company, have ceased to be shareholders of the Company and ceased to be members of the promoter and promoter group of the Company in accordance with applicable law, and, consequently, the GRT has acquired control of the Company.

Subject to necessary approval, the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") of the Company at their respective meetings held on 30th October, 2026 has recommended the appointment of the following directors:

Sl. No.	Name	Particulars of appointment
1.	Mr. Govindarajulu Rajendran (DIN: 02063138)	As a Director who has attained the age of 75 years, in the category of Non-Executive Director of the Company, subject to and pursuant to the approval of the Members of the Company in accordance with applicable law, liable to retire by rotation.
2.	Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010)	As a Managing Director, on the Board, for a period of 5 years with effect from 30th October, 2026 to 29th October, 2031, subject to approval of the Members of the Company, liable to retire by rotation.
3.	Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654)	As a Managing Director, on the Board, for a period of 5 years with effect from 30th October, 2026 to 29th October, 2031, subject to approval of the Members of the Company, liable to retire by rotation.

SPECIFIC EXPLANATORY STATEMENT FOR ITEM NO. 1

The NRC and the Board at their respective meetings held on 30th October, 2026 has recommended the appointment of Mr. Govindarajulu Rajendran (DIN: 02063138), who has attained the age of 75 years, as a Director in the category of Non-Executive Director of the Company, subject to and pursuant to the approval of the Members in accordance with applicable law, liable to retire by rotation.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") no company shall appoint a

person or continue the directorship as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Justification for appointment

The NRC and the Board has carefully considered Mr. Govindarajulu Rajendran's age in the context of the Company's governance requirements. They are of the view that his appointment is in the best interests of the Company and its stakeholders, for the following reasons:

- ***Founder of the GRT brand.*** *Mr. Govindarajulu Rajendran founded GRT Jewellers in 1964 and has led the growth of the brand over the six decades since. Under his guidance, the GRT group has grown into one of the established jewellery retail chains in South India, with a presence in Singapore. It has built a reputation for trust and goodwill among its customers, which the NRC/ Board regards as one of the Company's most valuable assets.*

- ***Unparalleled sector experience.*** *Mr. Govindarajulu Rajendran brings over 60 years of experience in the gems and jewellery retail sector. This includes leading GRT Jewellers through sustained organic expansion. His understanding of the Company's business, customers, sourcing relationships and markets is, in the view of the NRC/ Board, difficult to replicate.*

- ***Balance of the Board.*** *His appointment complements the existing composition of the Board. It adds depth of experience and institutional perspective alongside the Board's executive members, which the Board considers essential for balanced deliberation and decision-making.*

Mr. Govindarajulu Rajendran has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by stock exchanges pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Govindarajulu Rajendran has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members.

Details including nature of his expertise along with related details as required under the provisions of Act, Regulation 36 and other applicable provisions of Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**"), is provided as "**Annexure 2**" to the Notice.

In compliance with Section 152 of the Act and other applicable provisions of the Act, Regulation 17(1A) and other applicable provisions of the Listing Regulations, the appointment of Mr. Govindarajulu Rajendran (DIN: 02063138), attained the age of 75 years, as a Director in the category of Non-Executive Director, liable to retire by rotation is now placed for the approval of the Members by a Special Resolution.

Except Mr. Govindarajulu Rajendran himself, Mr. Govindarajulu Rajendran Ananthapadmanabhan and Mr. Govindarajulu Rajendran Radhakrishnan (proposed appointees as "Managing Director"), no other Directors or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the Members.

SPECIFIC EXPLANATORY STATEMENT ITEM NO. 2

The NRC and the Board at their respective meetings held on 30th October, 2026 has recommended the appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation.

Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) has also confirmed that he is not debarred from holding the office of Managing Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by stock exchanges pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. He has communicated his willingness to be appointed and has given his consent to act as Managing Director of the Company and satisfies all the conditions of Section 196(3) of the Act and Part-I of Schedule V thereof and hence, is eligible for appointment.

Details including nature of his expertise along with related details as required under the provisions of Act, Regulation 36 and other applicable provisions of Listing Regulations and SS-2, is provided as "**Annexure 2**" to the Notice.

In compliance with Section 2(51), 2(54), 152, 196, 197, 198 and 203 of the Act and other applicable provisions of the Act and other applicable provisions of the Listing Regulations, the appointment of Mr. Govindarajulu Rajendran Ananthapadmanabhan (DIN: 01485010), as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation is now placed for the approval of the Members by an Ordinary Resolution.

Except Mr. Govindarajulu Rajendran Ananthapadmanabhan himself, Mr. Govindarajulu Rajendran (proposed appointee as "Director") and Mr. Govindarajulu Rajendran Radhakrishnan (proposed appointee as "Managing Director"), no other Directors or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval of the Members.

SPECIFIC EXPLANATORY STATEMENT ITEM NO. 3

The NRC and the Board at their respective meetings held on 30th October, 2026 has recommended the appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation.

Mr. Govindarajulu Rajendran Radhakrishnan has also confirmed that he is not debarred from holding the office of Managing Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by stock exchanges pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. He has communicated his willingness to be appointed and has given his consent to act as Managing Director of the Company and satisfies all the conditions of Section 196(3) of the Act and Part-I of Schedule V thereof and hence, is eligible for appointment.

Details including nature of his expertise along with related details as required under the provisions of Act, Regulation 36 and other applicable provisions of Listing Regulations and SS-2, is provided as "Annexure 2" to the Notice.

In compliance with Section 2(51), 2(54), 152, 196, 197, 198 and 203 of the Act and other applicable provisions of the Act and other applicable provisions of the Listing Regulations, the appointment of Mr. Govindarajulu Rajendran Radhakrishnan (DIN: 01711654), as a Managing Director of the Company, for a period of 5 (five) years with effect from 30th October, 2026 to 29th October, 2031, without any remuneration (excluding out-of-pocket expense reimbursements), liable to retire by rotation is now placed for the approval of the Members by an Ordinary Resolution.

Except Mr. Govindarajulu Rajendran Radhakrishnan himself, Mr. Govindarajulu Rajendran (proposed appointee as "Director") and Mr. Govindarajulu Rajendran Ananthapadmanabhan (proposed appointee as "Managing Director"), no other Directors or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval of the Members.

By Order of the Board
For Tribhovandas Bhimji Zaveri Limited

Sd/-
Arpit Maheshwari
Company Secretary
ACS: 42396

Date: 30th October, 2026
Place: Mumbai

Registered Office:
241 / 43, Zaveri Bazar,
Mumbai - 400 002,
CIN: L27205MH2007PLC172598

ANNEXURE 2 OF NOTICE

Details of Director seeking appointment through postal ballot by remote e-voting process pursuant to Regulation 36(3) of the Listing Regulations and SS-2

Particulars	**Details of Directors**		
Name	**Mr. Govindarajulu Rajendran**	**Mr. Govindarajulu Rajendran Ananthapadmanabhan**	**Mr. Govindarajulu Rajendran Radhakrishnan**
DIN	02063138	01485010	01711654
Date of Birth	05th October, 1942	22nd September, 1971	9th April, 1974
Age (in years)	84	55	52
Qualifications	Mr. Govindarajulu Rajendran is a commerce graduate from Pachaiappa College, University of Madras.	Mr. Govindarajulu Rajendran Ananthapadmanabhan completed his graduation in commerce from Loyola College, Chennai in 1992 and completed Gemology course from GIA (USA) in 1993 and is a Gemologist. He subsequently completed the owner/president management program from Harvard University (USA).	Mr. Govindarajulu Rajendran Radhakrishnan completed his graduation in commerce from Loyola College, Chennai. He subsequently completed the owner/president management program from Harvard University (USA).
Experience (including expertise in specific functional area)	Mr. Govindarajulu Rajendran has over 60 years of experience across various sectors and fields including jewellery, hospitality, education, agriculture and plantation, financial services, renewable energy, commercial warehousing and commercial rentals etc.	Mr. Govindarajulu Rajendran Ananthapadmanabhan has over 33 years of experience across various sectors including retail jewellery, renewable energy, hospitality, non-banking financial services, commercial warehousing, manufacturing ethanol, education and agriculture.	He has over 33 years of experience across various sectors including jewellery, green energy, renewable energy, non-banking financial services, agriculture and plantation, education, commercial warehousing, luxury hospitality and other allied sectors.
In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	Not applicable	Not applicable	Not applicable
Terms and Conditions of appointment	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

Particulars	Details of Directors		
Name	**Mr. Govindarajulu Rajendran**	**Mr. Govindarajulu Rajendran Ananthapadmanabhan**	**Mr. Govindarajulu Rajendran Radhakrishnan**
Remuneration last drawn (including sitting fees, if any)	Not applicable	Not applicable	Not applicable
Remuneration proposed to be paid	He will be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors. He will also be entitled to such commission as approved by the Members of the Company for the Non-Executive Directors of the Company.	Refer Explanatory Statement at item no. 2.	Refer Explanatory Statement at item no. 3.
Date of first appointment on the Board	Not appliable	Mr. Govindarajulu Rajendran Ananthapadmanabhan has been appointed as Additional Director in the Board meeting held on 30th October, 2026. Further, in the same Board meeting, the Board had also approved his appointment as a Managing Director of the Company, subject to the necessary approvals.	Mr. Govindarajulu Rajendran Radhakrishnan has been appointed as Additional Director in the Board meeting held on 30th October, 2026. Further, in the same Board meeting, the Board had also approved his appointment as a Managing Director of the Company, subject to the necessary approvals.
Shareholding in the Company as on the date of Notice	Nil	1 equity share	1 equity share
Relationship with other Directors/ Key Managerial Personnel(s)	Mr. Govindarajulu Rajendran Ananthapadmanabhan; and Mr. Govindarajulu Rajendran Radhakrishnan are sons.	Mr. Govindarajulu Rajendran is father and Mr. Govindarajulu Rajendran Radhakrishnan is brother.	Mr. Govindarajulu Rajendran is father and Mr. Govindarajulu Rajendran Ananthapadmanabhan is brother.
Number of meetings of the Board attended during the financial year (2026-27)	Not applicable	1 equity share	1 equity share
Directorships of other Boards as on the date of Notice (excluding Tribhovandas Bhimji	○ Mahalakshmi Estates Private Limited; ○ GRT Jewellers (India) Private	○ Mahalakshmi Estates Private Limited; ○ GRT Hotels and Resorts Private Limited; ○ World Park Hotels (India) Private Limited;	○ Mahalakshmi Estates Private Limited; ○ GRT Jewellers (India) Private Limited; ○ GRT Hotels and Resorts Private

Particulars	Details of Directors		
Name	**Mr. Govindarajulu Rajendran**	**Mr. Govindarajulu Rajendran Ananthapadmanabhan**	**Mr. Govindarajulu Rajendran Radhakrishnan**
Zaveri Limited)	Limited; o GRT Hotels and Resorts Private Limited; o RAR Hotels Private Limited; o RAR Global Enterprises Private Limited; o RAR Industrial and Logistic Park Private Limited; o RAR Fincare Limited; o RAR Sons Realtors India Private Limited; o RAR Ventures Private Limited; o RAR Enterprises Private Limited; o G.R. Thangamaligai Private Limited; o Mahalakshmi Grand Infra Private Limited; o Macnur Infrastructure Private Limited; o Macnur Enterprises Private Limited; and o ECOBOT Green Energy Private Limited.	o RAR Industrial and Logistic Park Private Limited; o RAR Fincare Limited; o RAR Ventures Private Limited; o RAR Enterprises Private Limited; o G.R. Thangamaligai Private Limited; o Mahalakshmi Grand Infra Private Limited; o Macnur Infrastructure Private Limited; o RAR Corporate Services Private Limited; o Macnur Enterprises Private Limited; o ECOBOT Green Energy Private Limited; o GRT Jewellers (India) Private Limited; o Peninsula Hotels Private Limited; and o Andhra Chamber of Commerce.	Limited; o World Park Hotels (India) Private Limited; o RAR Industrial and Logistic Park Private Limited; o RAR Fincare Limited; o RAR Sons Realtors India Private Limited; o RAR Ventures Private Limited; o RAR Enterprises Private Limited; o G.R. Thangamaligai Private Limited; o Mahalakshmi Grand Infra Private Limited; o Macnur Infrastructure Private Limited; o RAR Corporate Services Private Limited; o Macnur Enterprises Private Limited; o ECOBOT Green Energy Private Limited; and o Peninsula Hotels Private Limited.
Membership / Chairmanship of Committee of other Boards as on the date of notice (excluding Tribhovandas Bhimji Zaveri Limited)	o GRT Jewellers (India) Private Limited • Audit Committee – Member • CSR Committee – Chairman • POSH Committee – Member o RAR Fincare Limited	o GRT Jewellers (India) Private Limited • Audit Committee – Chairman • CSR Committee – Member • POSH Committee – Member o RAR Fincare Limited • Borrowing & Investment Committee –	o GRT Jewellers (India) Private Limited • Audit Committee – Member • CSR Committee – Member • POSH Committee – Member o RAR Fincare Limited • Nomination & Remuneration

Particulars	Details of Directors		
Name	**Mr. Govindarajulu Rajendran**	**Mr. Govindarajulu Rajendran Ananthapadmanabhan**	**Mr. Govindarajulu Rajendran Radhakrishnan**
	• CSR Committee – Member o GRT Hotels and Resorts Private Limited • CSR Committee – Member • POSH Committee – Member	Chairman • Nomination & Remuneration Committee – Member • CSR Committee – Member o GRT Hotels and Resorts Private Limited • Audit Committee – Member • CSR Committee – Member • POSH Committee – Member	Committee – Chairman • CSR Committee – Member o GRT Hotels and Resorts Private Limited • Audit Committee – Member • CSR Committee – Member • POSH Committee – Member
Listed entities from which the Director has resigned in the past 3 years	Nil	Nil	Nil

****