NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held on Monday, 29th September, 2025 at 12:00 pm through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") to transact the following businesses:

- **Ordinary Business:**

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.**

   "RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To Appoint Mr. Manesh Dayashankar Madeka (DIN: 01629788) who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT Mr. Manesh Dayashankar Madeka (DIN: 01629788) who retires by rotation at this meeting and being eligible, offers himself to be reappointed, be and is hereby appointed as a Director of the company, liable to retire by rotation."

- **Special Business:**

3. **To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2025 and, in this regard:**

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

   "RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the Mitesh Suvagiya & Co., Cost Auditors, Rajkot appointed by the Board of Directors of the company to fill the casual vacancy caused during the reporting period, to conduct audit of cost records of the company for the financial year ending March 31, 2025, be and is hereby ratified."

4. **To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2026 and, in this regard:**

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

   "RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the Mitesh Suvagiya & Co., Cost Auditors, Rajkot appointed by the Board of Directors of the company, to conduct audit of cost records of the company for the financial year ending March 31, 2026, be and is hereby ratified."

5. **Re-Appointment of Mr. Manesh Dayashankar Madeka, [DIN: 01629788] as Chairman & Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee of the Board and Resolution passed by the Board of Directors of the Company, approval of members be and is hereby given for re-appointment of Mr. Manesh Dayashankar Madeka, [DIN: 01629788] as a Chairman & Managing Director of the Company, for a period of 5 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031 on such terms and conditions as set out in explanatory statement annexed to this Notice and as decided by the Board of Directors AND THAT The Board may vary or alter the terms and conditions as it may deem fit and Mr Manesh Madeka, Chairman & Managing Director shall continue to act as such even if he attains age of 70 years during his tenure as the CMD."

"RESOLVED FURTHER THAT the approval of the members to the appointment of Mr. Manesh D Madeka in terms of this resolution shall be deemed to be members' approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director for a period of 5 (five) years upto 12th March, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

6. **Re-Appointment of Mr. Bhautik Dayashankar Madeka, [DIN: 01761543] as Whole time Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee of the Board and Resolution passed by the Board of Directors of the Company, approval of members be and is hereby given for re-appointment of Mr. Bhautik Dayashankar Madeka, [DIN: 01761543] as a Wholetime Director of the Company, for a period of 5 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031 on such terms and conditions as set out in explanatory statement annexed to this Notice and as decided by the Board of Directors. The Board may vary or alter the terms and conditions as it may deem fit."

"RESOLVED FURTHER THAT the approval of the members to the appointment of Mr. Bhautik D Madeka in terms of this resolution shall be deemed to be members' approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director for a period of 5 (five) years upto 12th March, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

7. **Re-Appointment of Mr. Mihir Rupeshkumar Madeka, [DIN: 01778561] as Whole time Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee of the Board and Resolution passed by the Board of Directors of the Company, approval of members be and is hereby given for re-appointment of Mr. Mihir Rupeshkumar Madeka, [DIN: 01778561] as a Wholetime Director of the Company, for a period of 5 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031 on such terms and conditions as set out in explanatory statement annexed to this Notice and as decided by the Board of Directors. The Board may vary or alter the terms and conditions as it may deem fit."

"RESOLVED FURTHER THAT the approval of the members to the appointment of Mr. Manesh D Madeka in terms of this resolution shall be deemed to be members' approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director for a period of 5 (five) years upto 12th March, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

8. **Re-appointment of Mr. Pravinchandra Ratilal Dholakia, [DIN: 00844014] as an Independent Director:**

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

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"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modifications or re-enactment thereof, for the time being in force) read with Regulation 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulation") as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Mr. Pravinchandra Ratilal Dholakia [DIN: 00844014], aged 80 years, who was appointed as an Independent (Non-Executive) Director of the Company for a period of 05 (Five) years w.e.f 12th March, 2021, who has submitted a declaration that he meets the criteria of Independence as provided in the Act and Listing Regulation, and he is also eligible for re-appointment as an Independent Director of the Company, be and is hereby reappointed as Independent Director of the Company, for a second term of 05 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

9. Re-appointment of Mr. Ashit Ravishankar Vankani, [DIN: 08988523] as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modifications or re-enactment thereof, for the time being in force) read with Regulation 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulation") as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Mr. Ashit Ravishankar Vankani [DIN: 08988523], who was appointed as an Independent (Non-Executive) Director of the Company for a period of 05 (Five) years w.e.f 12th March, 2021, who has submitted a declaration that he meets the criteria of Independence as provided in the Act and Listing Regulation, and he is also eligible for re-appointment as an Independent Director of the Company, be and is hereby reappointed as Independent Director of the Company, for a second term of 05 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

10. Re-appointment of Ms. Jignasa Pravinchandra Mehta, [DIN: 08035567] as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) read with Regulation 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulation") as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Ms. Jignasa Pravinchandra Mehta [DIN: 08035567], who was appointed as an Independent (Non-Executive) Director of the Company for a period of 05 (Five) years w.e.f 12th March, 2021, who has submitted a declaration that she meets the criteria of Independence as provided in the Act and Listing Regulation, and she is also eligible for re-appointment as an Independent Director of the Company, be and is hereby reappointed as Independent Director of the Company, for a second term of 05 (Five) years w.e.f. 12th March, 2026 to 12th March, 2031, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution."

11. **Appointment of MJP Associates, Practising Company Secretaries, as the Secretarial Auditors of the Company and fix their remuneration:**

To consider and, if thought fit, to pass the following 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 the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, MJP Associates, Practising Company Secretaries (Firm Registration No. P2001GJ007900 and Peer Review Cert No. 1780/2022)) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors (which shall include a Committee of the Board or an official of the Company authorized in this behalf)"

"RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

12. **Alteration in Share Capital of the company by way of sub-division/split of existing Equity shares 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 Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Share Capital and Debentures) Rules, 2014, ("Listing Regulations"), as amended from time to time, and any other applicable provisions of the Act or the Listing Regulations for the time being in force (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that 1 (One) equity share having a face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 10 (Ten) equity shares having a face value of Re. 1/- (Rupee one only), ranking pari-passu in all respects with effect from such date as may be fixed for this purpose ("Record Date") by the Board of Directors of the Company."

"RESOLVED FURTHER THAT pursuant to the sub-division/ split of equity shares of the Company, the share capital of face value of Rs. 10/- each (Rupees Ten only), fully paid-up, existing on the Record Date, shall stand sub-divided as follows:

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Type of Capital	Pre Sub-division/Split			Post Sub-division/Split		
	Face Value (in Rs.)	No. of Equity shares	Total Value (in Rs.)	Face value (in Rs.)	No. of Equity shares	Total Value (in Rs.)
Authorised Share Capital						
Equity Shares	10	3,50,25,000	Rs. 35,02,50,000/-	1	35,02,50,000	Rs. 35,02,50,000/-
Non-Convertible Redeemable Preference Shares	10	1,59,75,000	Rs. 15,97,50,000/-	10	1,59,75,000	Rs. 15,97,50,000/-
Optionally Convertible Redeemable Preference Shares	10	50,00,000	Rs. 5,00,00,000/-	10	50,00,000	Rs. 5,00,00,000/-
Total Authorised Share Capital		**5,60,00,000**	**Rs. 56,00,00,000/-**		**37,12,25,000**	**Rs. 56,00,00,000/-**
Issued, Paid-up and Subscribed Equity share capital	**10**	**2,72,33,312**	**Rs. 27,23,33,120/-**	**1**	**27,23,33,120**	**Rs. 27,23,33,120/-**

"RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

(a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letter of Confirmation of the Company in compliance with the prevailing laws/guidelines in this regard; and

(b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/ guidelines in this regard.

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Act and the relevant rules made there under (including any statutory modification(s), notification(s), circulars issued thereunder or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association with the following new clause:

"V. The Authorised Share Capital of the Company is Rs. 56,00,00,000/- (Rupees Fifty Six Crores Only) divided into 35,02,50,000 (Thirty Five Crores Two Lakhs Fifty Thousand) Equity shares of Re.1 /- each (Rupee One Only) aggregating to Rs. 35,02,50,000/- (Thirty Five Crores Two Lakhs Fifty Thousand Only), 1,59,75,000 (One Crore Fifty Nine Lakhs Seventy Five Thousand) Non – Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.15,97,50,000/- (Rupees Fifteen Crores Ninety Seven Lakhs Fifty Thousand Only) AND 50,00,000 (Fifty Lakhs) Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only)"

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"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

By Order of the Board of Directors,
For, **Rolex Rings Limited**

Date: 04/09/2025
Place: Rajkot

(Hardik Dhimantbhai Gandhi)
Company Secretary & Compliance Officer
[Membership No. A39931]

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its Circular vide Circular No. 9/2024 dated September 19, 2024 in continuation of its earlier circulars on the subject ("MCA Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till September 30. 2025 without the physical presence of the members at a common venue. Accordingly, 23rd Annual General Meeting of the company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The registered office of the company shall be deemed to be the venue for the AGM.

2. In compliance with the MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), Notice of the AGM and Integrated Annual Report is being only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

   Members may note that the Notice of AGM and Integrated Annual Report for financial year 2024-25 will also be available on the Company's website at www.rolexrings.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of RTA at https://instavote.linkintime.co.in/

   In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 and Notice of the 23rd AGM of the Company, may send request to the Company's email address at compliance@rolexrings.com mentioning Folio No. / DP ID and Client ID.

3. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special business and the details as required under Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as 'SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of Item No. 3 to 12 is annexed hereto.

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 "Annexure" to the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large shareholders (Shareholders holding 2% of more shareholding), Promoters, Institutional Investors, Directors, Key managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

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

6. Pursuant to the provisions of Section 105 of the Act,

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a Member entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in pursuance to MCA Circulars through VC/OAVM, physical attendance of members have been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 23rd AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to the members in respect of the business to be transacted at the 23rd AGM and facility for those members participating in the 23rd AGM to cast vote through e-voting system during the 23rd AGM. For this purpose, MUFG Intime India Private Limited will be providing facility for voting through remote e-Voting, for participation in the 23rd AGM through VC/OAVM facility and e-Voting during the 23rd AGM.

8. In the terms of MCA Circulars, the Notice calling the AGM and Audited Financial Statement for the Financial Year 2024-25 has been uploaded on the website of the company i.e. www.rolexrings.com. The Notice can also be accessed on the website of Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of MUFG Intime India Private Limited at https://instavote.linkintime.co.in/

9. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 23rd AGM and the Annual Report for the Financial Year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, Aadhar) supporting the registered address of the Member, by email to the Company's email address at compliance@rolexrings.com or to Link Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com.

b) Members holding shares in Demat mode may update the email address through their respective Depository Participant(s).

10. The Board of Directors has appointed CS Urvi Tapan Pota, Practising Company Secretary [Membership Number :- FCS 8173 COP 10156 Peer Review Cert No. 5603/2024], Ahmedabad as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

11. Statutory Registers, Financial Statement and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members. Members who wish to inspect or seek any information in relation to the same are requested to write to the Company through e-mail at compliance@rolexrings.com.

12. Members may note that, in terms of the SEBI Listing Regulations equity shares of the company can only be transferred in dematerialized form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested sent the company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A Consolidated share certificate will be issued to such members after making requisite changes.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account etc. to their DPs if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.

15. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of

making a nomination, pursuant to the Rule 19(1) of the Companies (Share capital and Debentures) Rules, 2014 are requested to send their requests in Form SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling, varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form SH-14, to the Registrar and Transfer Agent of the company. These forms will be made available on request.

16. For redressal of shareholders complaints/ grievances they can write the company at compliance@rolexrings.com

17. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any other matter to be placed at the Meeting are requested to send email to the Company at compliance@rolexrings.com at least 7 days before the Meeting. The same will be replied by the company suitably.

- **Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservice.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) 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.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-Voting services under Value added services.

Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you

will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e- voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's

Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in Shareholders who have not registered for INSTAVOTE facility:

b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'D' above

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice

  (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "Login" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund

NOTICE

Registration

a) Visit URL: https://instavoe.linkintime.co.in

b) Click on "Sign Up" under Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney'- Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No." for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"

NOTICE

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Explanatory Statement as per provisions of Section 102 of the Companies Act, 2013:

Item No. 3:

The Board had approved Removal of S K Rajani & Co., Cost Accountants, Bhavnagar, to conduct cost audit for the period 2024-25. Further, based on the recommendations of Audit Committee, the Board had appointed Mitesh Suvagiya & Co., Cost Accountants, Rajkot following a written consent received from Mitesh Suvagiya & Co. to conduct Cost Audit in terms of Section 148 of the Companies Act, 2013. The Board in its meeting held on 14th February, 2025 had appointed Mitesh Suvagiya & Co. as Cost Auditors to fill the casual vacancy caused due to removal of S K Rajani & Co. as Cost Auditors.

The Audit Committee approved the appointment of Mitesh Suvagiya & Co. at a remuneration of Rs. 2.50 Lakhs (plus Goods and Service Tax and all other applicable taxes, XBRL Conversion charges) payable to the Cost Auditors for the FY 2024-25.

In accordance with provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors shall be recommended by Audit Committee, approved by Board of Directors and ratified by the shareholders subsequently.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for Approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any wat, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

The documents connected with Item No. 3 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off)

Item No. 4:

The Company is required to undertake the audit of the Cost Records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice, in terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

In compliance with above, the Audit Committee of the Company at its meeting held on 30th May, 2025, considered the appointment of Mitesh Suvagiya & Co., Cost Accountants, Rajkot, as the Cost Auditors of the company for the FY 2025-26. At the said meeting, the Audit Committee also considered & approved the remuneration of Rs. 2.50 Lakhs (Rupees Two Lakhs Fifty Thousand only) (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges) payable to the Cost Auditors for the FY 2025-26.

In making the decision on the appointment and remuneration of Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year in examining and verifying the accuracy of the Cost Accounting records maintained by the company. The Committee noted that the cost audit for the FY 2025-26 will inter alia cover cost audit of the products manufactured by the company.

Accordingly, Audit Committee recommended the Board, appointment of Mitesh Suvagiya & Co., Cost Accountants, as the Cost Auditors for the FY 2025-26 at a remuneration of Rs. 2.50 Lakhs (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges).

The Board on recommendation of the Audit Committee, approved the Appointment of Mitesh Suvagiya & Co., Cost Accountants, as the Cost Auditors for the FY 2025-26 at a remuneration of Rs. 2.50 Lakhs (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges) payable to Cost Auditors for the FY 2025-26.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors of the company needs ratification by shareholders subsequently.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for Approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of this Notice.

The documents connected with Item No. 4 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off).

Item No. 5:

Mr. Manesh Dayashankar Madeka, was appointed as a Chairman & Managing Director [DIN: 01629788] in the Board Meeting dated 12th March, 2021 for a period of five years from the date of appointment subject to approval of members. Further, the members had approved his appointment as Chairman & Managing Director in an Extra-ordinary General Meeting held on 12th March, 2021. Now, as his existing five years term expires on 12th March, 2026, therefore on recommendation of the Nomination & Remuneration Committee, the Board of Directors of the company at their meeting held on 11th August, 2025 had approved re-appointment of Mr. Manesh Dayashankar Madeka [DIN: 01629788] as a Chairman & Managing Director for further period of 05 (Five) Years subject to approval of Members in ensuing Annual General Meeting.

Further, Mr. Manesh D Madeka will attain age of seventy years during the new tenure of 05 years. The Company has grown tremendously under his leadership and it would be in the interest of the Company that he continues to lead the company even after he attains age of seventy years. Accordingly, approval of the members is sought for passing the resolution proposed at Item No. 5 as a Special Resolution in terms of Section 196 (3) of the Act.

Mr. Madeka has experience of more than three decades in the business and has always played an important role in the development of the business. Hence it is recommended to re-appoint him as a Chairman & Managing Director of the Company. He has also provided his consent in writing to be re-appointed as Chairman & Managing Director of the company.

Regulation 17(1)(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that in such cases, the continuation of the director shall be subject to approval by shareholders in general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr.

Manesh D Madeka in terms of the resolution at Item No. 5 shall be deemed to be the approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director for 05 (five) years upto 12th March, 2031.

Broad particulars of terms and conditions for re-appointment of Mr. Manesh Dayashankar Madeka [DIN: 01629788] are as under:

A. Tenure: The tenure of re-appointment shall be of 05 (five) years commencing from 12th March, 2026.

B. Basic Salary: Mr. Manesh Dayashankar Madeka will be paid remuneration of Rs. 10,00,000/- per month as basic, with authority to the Board of Directors, to increase the same from time to time in accordance with limits as specified in Schedule V to the Companies Act, 2013, subject to the approval of shareholders in General Meeting.

C. Benefits, Perquisites and Allowances: Details of benefits, perquisites and allowances are as follows:

   i. He shall be entitled to HRA, Provident Fund, Superannuation Fund, Gratuity, Retirement benefits, Leave encashment and any other benefit & facilities as per Rules of the Company.

   ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.

His brief details, nature of his expertise, details of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc. are separately annexed thereto in 'Annexure' to the Notice.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 5 as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Mr. Manesh D Madeka, being the applicant to be re-appointed, Mr. Bhautik D Madeka, Whole time Director [DIN: 01761543] and Mr. Mihir R Madeka, Whole time Director [DIN: 01778561] being relatives of Director, in the Resolution set out in Item No. 5 of the Notice.

Item No. 6:

Mr. Bhautik Dayashankar Madeka, was appointed as a Whole time Director [DIN: 01629788] in the Board Meeting dated 12th March, 2021, approved the appointment of Mr. Bhautik Dayashankar Madeka (DIN: 01761543) as a Whole time Director of the Company for a period of five years with effect from March 12, 2021 upto and including March 12, 2026.

Based on the recommendation of Nomination & Remuneration Committee, the Board of the Company at its meeting held on 11th August, 2025, re-appointed Mr. Bhautik Dayashankar Madeka, as a Wholetime Director of the Company for a term of 5 (five) years with effect from March 12, 2026 upto and including March 12, 2031, subject to the approval of the members in the Annual General Meeting.

Considering his experience and business capabilities, the Board of Directors, approved re-appointment of Mr. Bhautik Dayashankar Madeka as a Whole-time Director of the Company. He has also provided his consent in writing to be re-appointed as Whole-time Director of the company.

Regulation 17(1)(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that in such cases, the continuation of the director shall be subject to approval by shareholders in general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Bhautik D Madeka in terms of the resolution at Item No. 6 shall be deemed to be the approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director for 05 (five) years upto 12th March, 2031.

Broad particulars of terms and conditions for re-appointment of Mr. Bhautik Dayashankar Madeka [DIN: 01761543] are as under:

A. Tenure: The tenure of re-appointment shall be of 05 (five) years commencing from 12th March, 2026.

B. Basic Salary: Mr. Bhautik Dayashankar Madeka will be paid remuneration of Rs. 7,80,000/- per month as basic, with authority to the Board of Directors, to increase the same from time to time in accordance with limits as specified in Schedule V to the Companies Act, 2013, subject to the approval of shareholders in General Meeting.

C. Benefits, Perquisites and Allowances: Details of benefits, perquisites and allowances are as follows:

i. He shall be entitled to HRA, Provident Fund, Superannuation Fund, Gratuity, Retirement benefits, Leave encashment and any other benefit & facilities as per Rules of the Company.

ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.

His brief details, nature of his expertise, details of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc. are separately annexed thereto in 'Annexure' to the Notice.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 6 as Ordinary Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Mr. Bhautik D Madeka, being the applicant to be re-appointed, Mr. Manesh D Madeka, Chairman & Managing Director [DIN: 01629788] and Mr. Mihir R Madeka, Whole time Director [DIN: 01778561] being relatives of Director, in the Resolution set out in Item No. 6 of the Notice.

Item No. 7:

The Shareholders in an Extra-ordinary General Meeting held on 12th March, 2021, approved the appointment of Mr. Mihir Rupeshkumar Madeka (DIN: 01778561) as a Whole time Director of the Company for a period of five years with effect from March 12, 2021 upto and including March 12, 2026.

Based on the recommendation of Nomination & Remuneration Committee, the Board of the Company at its meeting held on 11th August, 2025, re-appointed Mr. Mihir Rupeshkumar Madeka, as a Wholetime Director of the Company for a term of 5 (five) years with effect from March 12, 2026 upto and including March 12, 2031, subject to the approval of the members in the Annual General Meeting.

Considering his experience and business capabilities, the Board of Directors, approved re-appointment of Mr. Mihir Rupeshkumar Madeka as a Whole-time Director of the Company. He has also provided his consent in writing to be re-appointed as Whole-time Director of the company.

Regulation 17(1)(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that in such cases, the continuation of the director shall be subject to approval by shareholders in general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Mihir R Madeka in terms of the resolution at Item No. 5 shall be deemed to be the approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director for 05 (five) years upto 12th March, 2031.

Broad particulars of terms and conditions for re-appointment of Mr. Mihir Rupeshkumar Madeka [DIN: 01778561] are as under:

A. Tenure: The tenure of re-appointment shall be of 05 (five) years commencing from 12th March, 2026.

B. Basic Salary: Mr. Mihir Rupeshkumar Madeka will be paid remuneration of Rs. 7,00,000/- per month as basic, with authority to the Board of Directors, to increase the same from time to time in accordance with limits as specified in Schedule V to the Companies Act, 2013, subject to the approval of shareholders in General Meeting.

C. Benefits, Perquisites and Allowances: Details of benefits, perquisites and allowances are as follows:

i. He shall be entitled to HRA, Provident Fund, Superannuation Fund, Gratuity, Retirement benefits, Leave encashment and any other benefit & facilities as per Rules of the Company.

ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.

His brief details, nature of his expertise, details of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc. are separately annexed thereto in 'Annexure' to the Notice.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 7 as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Mr. Mihir R Madeka, being the applicant to be re-appointed, Mr. Manesh D Madeka, Chairman & Managing Director [DIN: 01629788] and Mr.

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Bhautik D Madeka, Whole time Director [DIN: 01761543] being relatives of Director, in the Resolution set out in Item No. 7 of the Notice.

Item No. 8:

At an Extra-ordinary General Meeting of the members held on 12th March, 2021, the Members had approved the appointment of Mr. Pravinchandra Ratilal Dholakia (DIN: 00844014) as an Independent Director to hold office upto March 12th March, 2026 ("First Term").

The Nomination and Remuneration Committee based on performance evaluation report, has recommended re-appointment of Mr. Pravinchandra Ratilal Dholakia as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on performance evaluation report and on the basis of recommendation by Nomination & Remuneration Committee, considered the re-appointment of Mr. Pravinchandra Dholakia as an Independent Director on the Board of the company looking at his professional background and experience of which the company got benefit during his tenure, and further his continuance as Independent Director shall benefit the company only. Accordingly, it is proposed to re-appoint Mr. Pravinchandra Dholakia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company. Further Mr. Dholakia is 80 years old with vast experience in field of finance and accounting.

Mr. Pravinchandra Dholakia is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company had also received declaration from Mr. Pravinchandra Dholakia that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding office of Director by virtue of any order from SEBI or any authority.

The requisite detail and information pursuant to provisions of Listing Regulations have been provided in 'Annexure' to the Notice. He shall be paid remuneration by way of fee for attending meetings of Board and Committees or any other purpose as determined by the Board.

In accordance with provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Pravinchandra Dholakia as an Independent Director requires approval of members by way of Special Resolution.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 8 as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Mr. Pravinchandra Dholakia, in the Resolution set out in Item No. 8 of the Notice.

Item No. 9:

At an Extra-ordinary General Meeting of the members held on 12th March, 2021, the Members had approved the appointment of Mr. Ashit Ravishankar Vankani (DIN: 08988523) as an Independent Director to hold office upto March 12th March, 2026 ("First Term").

The Nomination and Remuneration Committee based on performance evaluation report, has recommended re-appointment of Mr. Ashit Ravishankar Vankani as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on performance evaluation report and on the basis of recommendation by Nomination & Remuneration Committee, considered the re-appointment of Mr. Ashit Vankani as an Independent Director on the Board of the company looking at his presence in the meetings and experience of which the company got benefit during his tenure, and further his continuance as Independent Director shall benefit the company only. Accordingly, it is proposed to re-appoint Mr. Ashit Ravishankar Vankani as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company.

Further, as per Schedule V of the Companies Act, 2013, if an Independent Director attains age of 70 (Seventy) years then his further tenure shall be approved by members in Special Resolution at a General Meeting. It is hereby recommended by the Nomination & Remuneration Committee and Board. The said approval shall also be considered for continuation of his directorship in the company after attainment of age of seventy years.

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Mr. Ashit Vankani is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company had also received declaration from Mr. Ashit Vankani that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding office of Director by virtue of any order from SEBI or any authority.

The requisite detail and information pursuant to provisions of Listing Regulations have been provided in 'Annexure' to the Notice. He shall be paid remuneration by way of fee for attending meetings of Board and Committees or any other purpose as determined by the Board.

In accordance with provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Ashit Ravishankar Vankani as an Independent Director requires approval of members by way of Special Resolution.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 9 as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Mr. Ashit Ravishankar Vankani, in the Resolution set out in Item No. 9 of the Notice.

Item No. 10:

At an Extra-ordinary General Meeting of the members held on 12th March, 2021, the Members had approved the appointment of Ms. Jignasa Pravinchandra Mehta (DIN: 08035567) as an Independent Director to hold office upto March 12th March, 2026 ("First Term").

The Nomination and Remuneration Committee based on performance evaluation report, has recommended re-appointment of Ms. Jignasa Pravinchandra Mehta as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on performance evaluation report and on the basis of recommendation by Nomination & Remuneration Committee, considered the re-appointment of Ms. Jignasa Mehta as an Independent Director on the Board of the company looking at her presence in the meetings and experience of which the company got benefit during her tenure, and further her continuance as Independent Director shall benefit the company only. Accordingly, it is proposed to re-appoint Ms. Jignasa Pravinchandra Mehta as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company.

Ms. Mehta is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company had also received declaration from Ms. Jignasa Mehta that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding office of Director by virtue of any order from SEBI or any authority.

The requisite detail and information pursuant to provisions of Listing Regulations have been provided in 'Annexure' to the Notice. She shall be paid remuneration by way of fee for attending meetings of Board and Committees or any other purpose as determined by the Board.

In accordance with provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Ms. Jignasa Pravinchandra Mehta as an Independent Director requires approval of members by way of Special Resolution.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 10 as Special Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution except Ms. Jignasa Pravinchandra Mehta, in the Resolution set out in Item No. 10 of the Notice.

Item No. 11:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and Rules made there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a Secretarial Audit Report, issued by the Practising Company Secretary.

NOTICE

The Board at its meeting held on 30th May, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of MJP Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2001GJ007900 and Peer Review Certificate Number 1780/2022) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members

Pursuant to the Listing Regulations and amendments thereon, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any disqualification as specified by SEBI or any other regulatory authority.

The Board of Directors, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing and independence of the audit team, has recommended the appointment of MJP Associates, Practising Company Secretaries, as the Secretarial Auditors of the Company of the Company for a term of 5 (Five) consecutive financial years commencing from April 1, 2025 upto March 31, 2030.

MJP Associates is a well-established Practising Company Secretaries firm, having expertise in the field of Corporate Law, Secretarial Compliances, Secretarial Audit, Corporate Restructuring, Public Issues, Appearing before NCLT, Due Diligence, Reconciliation of Share Capital Audit etc. The firm is known for its commitment to quality and precision, and the firm has been Peer Reviewed the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. MJP Associates has 3 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and other strategic advises, to ensure regulatory adherence and operational efficiency.

The proposed fees in connection with the secretarial audit shall be Rs. 1,75,000/- (Rupees One Lac Seventy Five thousands only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and MJP Associates. In addition to the secretarial audit, MJP Associates, shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, in consultation with the Secretarial Auditors.The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across different sectors.

MJP Associates, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by MJP Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 11 as Ordinary Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution as set out in Item No. 11 of the Notice.

Item No. 12:

The Board of Directors at its meeting held on September 04, 2025, subject to approval of Members of the Company and statutory authority(ies), if any, had approved the sub-division/split of equity shares of the Company such that 1(One) Equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 10 (Ten) Equity shares having face value of Re. 1/- (Rupee One only), ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board.

In the opinion of Board of Directors, the proposed sub-division/split of equity shares will enhance the liquidity of the equity shares of the company and will make them more affordable. It is also expected that it will encourage participation of investors at large and therefore, it is in best interest of the investors and the company. The Board of Directors therefore, recommends an Ordinary Resolution as set out in Item No. 12 of the accompanying Notice for the approval of members of the company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The sub-division/split of equity shares of the company as aforesaid will require alteration to the existing Capital

Clause i.e. Clause V of the Memorandum of Association of the Company. There will be no change in the amount of authorised, subscribed, issued and paid-up capital of the company on account of sub-division/split of the equity shares. Further, such sub-division/split of shares shall not be construed as reduction in share capital of the company, in accordance with provisions of the applicable Act. The altered Capital Clause of the Memorandum of Association of the Company, subject to approval of the Members shall read as under:

"V. The Authorised Share Capital of the Company is Rs. 56,00,00,000/- (Rupees Fifty Six Crores Only) divided into 35,02,50,000 (Thirty Five Crores Two Lakhs Fifty Thousand) Equity shares of Re.1 /- each (Rupee One Only) aggregating to Rs. 35,02,50,000/- (Thirty Five Crores Two Lakhs Fifty Thousand Only), 1,59,75,000 (One Crore Fifty Nine Lakhs Seventy Five Thousand) Non – Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.15,97,50,000/- (Rupees Fifteen Crores Ninety Seven Lakhs Fifty Thousand Only) AND 50,00,000 (Fifty Lakhs) Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only)"

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item No. 12 as Ordinary Resolution.

None of the Directors or Key Managerial Personnel (including relatives of the Directors and KMP) is interested in the said resolution as set out in Item No. 12 of the Notice.

By Order of the Board of Directors,
For, **Rolex Rings Limited**

Date: 04/09/2025
Place: Rajkot

(Hardik Dhimantbhai Gandhi)
Company Secretary & Compliance Officer
[Membership No. A39931]

NOTICE

Annexure for details of Retiring Directors

Details of Directors seeking re-appointment at the Annual General Meeting

Particulars	
DIN	01629788
Date of Birth and Age	27th May, 1958; Age: 67 Years
Date of Appointment	12th March, 2021
Qualifications	Under Graduate
Brief Resume/Expertise in specific functional areas	Over 45 years of work experience in marketing, production and finance
Listed entities (Other than Rolex Rings Limited) in which Mr. Manesh D Madeka holds Directorships and Committee Membership	--
Listed entities from which Mr. Manesh D Madeka had resigned as Director in past 3 years	--
Number of Equity shares held in the company	25,98,915 Equity Shares
Relationship between Directors Inter Se	Brother of Mr. Bhautik D Madeka, Whole time Director and Uncle of Mr. Mihir R Madeka, Whole-time Director
Remuneration Last Drawn for the Financial Year 2024-25	Rs. 10 Lakhs per month

Annexure for Directors being re-appointed

Mr. Manesh D Madeka	
Age:	67 Years
Qualification:	Under Graduate
Experience (including expertise in specific functional area)/ Brief Resume	He has experience of over 45 years in the field of marketing, production and finance.
Terms and conditions of Re-appointment	As per Resolution No. 5 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Mr. Manesh D Madeka is proposed to be re-appointed as a Managing Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	INR 10 Lacs per month
Remuneration proposed to be paid	INR 10 Lacs per month
Date of first appointment on the Board	13th February, 2003
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	25,98,915 (9.54%) equity shares of Rs. 10/- each
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Bhautik D Madeka, Whole time Director and Uncle of Mr. Mihir R Madeka, Whole-time Director
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	1. Madeka Properties Private Limited
	2. Rolex Properties Private Limited
	3. NeoRajkot Foundation
Membership/Chairmanship of Committees of other Boards as on date of the Notice	--
Listed entities from which the Director has resigned in past three years	Nil

NOTICE

Annexure for Directors being re-appointed

Mr. Bhautik D Madeka	
Age:	60 Years
Qualification:	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	He has experience of over 21 years in the field of production, planning and control
Terms and conditions of Re-appointment	As per Resolution No. 6 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Mr. Bhautik D Madeka is proposed to be re-appointed as a Whole-time Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	INR 7.50 Lacs per month
Remuneration proposed to be paid	INR 7.80 Lacs per month
Date of first appointment on the Board	13th February, 2003
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	23,65,810 (8.69%) equity shares of Rs. 10/- each
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Manesh D Madeka, Managing Director and Uncle of Mr. Mihir R Madeka, Whole-time Director
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	Nil
Membership/Chairmanship of Committees of other Boards as on date of the Notice	--
Listed entities from which the Director has resigned in past three years	Nil

NOTICE

Annexure for Directors being re-appointed

Mr. Mihir R Madeka	
Age:	48 Years
Qualification:	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	He has experience of over 21 years in the field of production, planning and control
Terms and conditions of Re-appointment	As per Resolution No. 7 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Mr. Mihir R Madeka is proposed to be re-appointed as a Whole-time Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	INR 6.00 Lacs per month
Remuneration proposed to be paid	INR 7.00 Lacs per month
Date of first appointment on the Board	13th February, 2003
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	4,47,181 (1.64%) equity shares of Rs. 10/- each
Relationship with other Directors/ Key Managerial Personnel	Nephew of Mr. Manesh D Madeka, Managing Director and Mr. Bhautik D Madeka, Whole-time Director
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	1. Rolex Properties Private Limited 2. Madeka Properties Private Limited
Membership/Chairmanship of Committees of other Boards as on date of the Notice	--
Listed entities from which the Director has resigned in past three years	Nil

NOTICE

Annexure for Directors being re-appointed

Mr. Pravinchandra Ratilal Dholakia	
Age:	80 Years
Qualification:	Chartered Accountant
Experience (including expertise in specific functional area)/ Brief Resume	He is fellow member of the Institute of Chartered Accountants of India and has been working as Practising Chartered Accountant since 1974.
Terms and conditions of Re-appointment	As per Resolution No. 8 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Mr. Pravinchandra Dholakia is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fees for attending meetings of the Board and Committees or any other meetings as may be decided by the Board from time to time as per the limits stipulated under the Act.
Date of first appointment on the Board	12th March, 2021
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	1. Jyoti CNC Automation Limited
Membership/Chairmanship of Committees of other Boards as on date of the Notice	1. Jyoti CNC Automation Limited: ➤ Audit Committee – Chairman ➤ Nomination & Remuneration Committee – Member ➤ Corporate Social Responsibility Committee – Member
Listed entities from which the Director has resigned in past three years	Nil

Annexure for Directors being re-appointed

Ms. Jignasa Pravinchandra Mehta	
Age:	51 Years
Qualification:	M.E. (Mechanical) and Ph.D in Mechanical Engineering.
Experience (including expertise in specific functional area)/ Brief Resume	She has worked at V.V.P – Rajkot for 24 years and currently she is holding position of Dean in School of Engineering at Darshan University, Rajkot
Terms and conditions of Re-appointment	As per Resolution No. 9 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Ms. Jignasa Mehta is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	She shall be paid remuneration by way of fees for attending meetings of the Board and Committees or any other meetings as may be decided by the Board from time to time as per the limits stipulated under the Act.
Date of first appointment on the Board	12^{th} March, 2021
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	1. Jyoti CNC Automation Limited
Membership/Chairmanship of Committees of other Boards as on date of the Notice	1. Jyoti CNC Automation Limited:
	➤ Nomination & Remuneration Committee – Chairman
	➤ Risk Management Committee – Member
Listed entities from which the Director has resigned in past three years	Nil

NOTICE

Annexure for Directors being re-appointed

Mr. Ashit Ravishankar Vankani	
Age:	68 Years
Qualification:	Diploma in Electrical and Mechanical Engineering
Experience (including expertise in specific functional area)/ Brief Resume	He is running a business as Partner in National Wire Products since 1975.
Terms and conditions of Re-appointment	As per Resolution No. 10 of this Notice read with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Mr. Ashit Ravishankar Vankani is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fees for attending meetings of the Board and Committees or any other meetings as may be decided by the Board from time to time as per the limits stipulated under the Act.
Date of first appointment on the Board	12th March, 2021
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended	FY 2024-25: 04 (Four) Meetings – 100%
Directorships of other Boards as on date of Notice	Nil
Membership/Chairmanship of Committees of other Boards as on date of the Notice	--
Listed entities from which the Director has resigned in past three years	Nil