



ROLEX RINGS LIMITED

[CIN: L28910GJ2003PLC041991]

Regd. Office:- BEHIND GLOWTECH PRIVATE LIMITED, GONDAL ROAD, KOTHARIA, RAJKOT

Phone: (281) 2782577 / 2782677

Email: compliance@rolexrings.com website. www.rolexrings.com

Ref.: RolexRings/Reg. 44/ Proceeding

02nd March, 2026

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Script Code: 543325

Script Symbol: ROLEXRINGS

Sub: Certified True Copy of the Proceedings of Postal Ballot

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

Dear Sir,

With reference to the above captioned subject matter, we are enclosing herewith proceeding of Postal Ballot Result declared on 02nd March, 2026, conducted pursuant to Postal Notice dated 27th January, 2026.

Kindly take the same on your records and oblige.

For, Rolex Rings Limited

**Hardik Dhimantbhai
Gandhi**

Digitally signed by Hardik Dhimantbhai Gandhi
DN: cn=IN, o=Personal, title=6599,
pseudonym=6897d79f1414c508dfe7a2e6c24c7d3,
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bf4b8d1bd8210965bab36468, cn=Hardik Dhimantbhai Gandhi
Date: 2026.03.02 18:21:54 +05'30'

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



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CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY ON SUNDAY, 01ST MARCH, 2026 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ('THE ACT') READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

In accordance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by SEBI, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations, consented to obtain approval of the members of the company by way of Postal Ballot for:

Sr. No.	Particulars of Resolution	Category
1.	To Approve revision in remuneration of Mr. Manesh Dayashankar Madeka, Chairman & Managing Director [DIN: 01629788]:	Special
2.	To Approve revision in remuneration of Mr. Bhautik Dayashankar Madeka, Whole time Director [DIN: 01761543]	Special
3.	To Approve revision in remuneration of Mr. Mihir Rupeshkumar Madeka, Whole time Director [DIN: 01778561]	Special
4.	Approval of Re-classification of Persons forming part of Promoter Group from 'Promoter Group' shareholder to 'Public' shareholder	Ordinary



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The notice of which comprised resolutions proposed for approval of the members and the explanatory statements thereto and reasons thereof, was sent only by email on Thursday 29th January, 2026 to the members whose email addresses were registered with the Depositories or with Registrar and Share Transfer agent of the company and whose names appeared in the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 23rd January, 2026.

Postal Ballot as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly Members were required to communicate their assent or dissent through the remote e-voting facility only.

In Compliance with the MCA Circulars the Company issued public notice by way of advertisement in the newspaper viz. Financial Express (In English and Gujarati edition) on Saturday, 31st January, 2026, in respect of Postal Ballot Notice, completion of dispatch of Notice by email to members on registered emails, manner and duration of remote e-voting, manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the company.

The company had engaged services of MUFG Intime India Private Limited (hereinafter referred to as MI IPL) to provide e-voting facility to its members. The Voting period commenced from 09:00 a.m. on Saturday, 31st January, 2026 and ended at 05:00 p.m. on Sunday, 01st March, 2026.

The Board of Directors had appointed CS (Ms.) Purvi Dave, Partner of MJP Associates, Practicing Company Secretaries, Rajkot as the scrutinizer to conduct the Postal Ballot process through e-voting only in a fair and transparent manner.

CS (Ms.) Purvi Dave, Scrutinizer had carried out scrutiny of e-votes received during the e-voting period and provided the voting result on the basis of data/reports received from e-voting service provider.

The Scrutinizer, after scrutiny of e-voting received within the scheduled time submitted her report to the Company Secretary, on 01st March, 2026, which was countersigned by CS Hardik Dhimantbhai Gandhi on 02nd March, 2026, who was authorized by Chairman for this purpose.

Mr. Manesh D Madeka, Chairman & Managing Director [DIN: 01629788] proceeded with declaration of Postal Ballot voting Results based on the Scrutinizer's Report and announced that the Resolutions as set out in the Postal Ballot Notice dated 27th January, 2026 considered as duly passed on 01st March, 2026.



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The text of the resolutions as set out in the postal ballot notice dated January 27, 2026, that was passed by the shareholders is as follows:

RESOLUTION NO. 1: SPECIAL RESOLUTION

TO APPROVE REVISION IN REMUNERATION OF MR. MANESH DAYASHANKAR MADEKA, CHAIRMAN & MANAGING DIRECTOR [DIN: 01629788]:

“**RESOLVED THAT** in accordance with provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, and pursuant to the recommendation & approval of the Nomination & Remuneration Committee as well as the Board of Directors of the Company, the consent of Members of the company, be and is hereby accorded for revision in remuneration of Rs. 14,00,000 per month (Rupees Fourteen Lacs only) to Mr. Manesh Dayashankar Madeka, Chairman & Managing Director [DIN: 01629788] with effect from 10th November, 2025.”

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Manesh D Madeka, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified above.”

“**RESOLVED FURTHER THAT** the Board including its Committees, be and is hereby authorised to vary and/to revise the remuneration of Mr. Manesh Dayashankar Madeka within the limits permissible under the Act and do all such acts, deeds, things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

RESOLUTION NO. 2: SPECIAL RESOLUTION

TO APPROVE REVISION IN REMUNERATION OF MR. BHAUTIK DAYASHANKAR MADEKA, WHOLE TIME DIRECTOR [DIN: 01761543]

“**RESOLVED THAT** in accordance with provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, and pursuant to the recommendation & approval of the Nomination & Remuneration Committee as well as the Board of Directors of the Company, the consent of Members of the company, be and is hereby accorded for revision in remuneration of Rs. 14,00,000 per month (Rupees Fourteen Lacs only) to Mr. Bhautik Dayashankar Madeka, Whole time Director [DIN: 01761543] with effect from 10th November, 2025.”



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“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Bhautik D Madeka, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified above”

“RESOLVED FURTHER THAT the Board including its Committees, be and is hereby authorised to vary and/to revise the remuneration of Mr. Bhautik Dayashankar Madeka within the limits permissible under the Act and do all such acts, deeds, things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

RESOLUTION NO. 3: SPECIAL RESOLUTION

TO APPROVE REVISION IN REMUNERATION OF MR. MIHIR RUPESHKUMAR MADEKA, WHOLE TIME DIRECTOR [DIN: 01778561]:

“RESOLVED THAT in accordance with provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, and pursuant to the recommendation & approval of the Nomination & Remuneration Committee as well as the Board of Directors of the Company, the consent of Members of the company, be and is hereby accorded for revision in remuneration of Rs. 10,00,000 per month (Rupees Ten Lacs only) to Mr. Mihir Rupeshkumar Madeka, Whole time Director [DIN: 01778561] with effect from 10th November, 2025.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Mihir Rupeshkumar Madeka, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified above”

“RESOLVED FURTHER THAT the Board including its Committees, be and is hereby authorised to vary and/to revise the remuneration of Mr. Mihir Rupeshkumar Madeka within the limits permissible under the Act and do all such acts, deeds, things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



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RESOLUTION NO. 4: ORDINARY RESOLUTION

APPROVAL OF RE-CLASSIFICATION OF SHAREHOLDING FROM “PROMOTER AND PROMOTER GROUP CATEGORY” TO “PUBLIC CATEGORY”:

“**RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations, 2015’) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the No Objection received from BSE Limited vide letter No. LIST/COMP/SJ/683/2025-26 dated January 21, 2026 and National Stock Exchange of India Limited vide letter No. NSE/List/Comp/ROLEXRINGS/538/2025-26 dated January 21, 2026 respectively, and subject to necessary approvals from such statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded for reclassification the following persons forming part of Promoter Group Shareholder (hereinafter referred to as the (“Outgoing Promoter Group” Shareholder) from “Promoter Group” Shareholder to “Public” Shareholder:

Sr. No.	Name of Applicant	No. of equity shares held	% of the total paid up share capital
1	Hemal Paresh Madeka	30,90,000	1.13%
2	Sanjay Bhagwanji Bole	Nil	Nil

“**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions as specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of the Listing Regulations have been complied with and also confirmed that post-reclassification from “Promoter and Promoter Group” to “Public”, shall continue to comply with conditions mentioned Regulation 31A of the Listing Regulations.”

“**RESOLVED FURTHER THAT** on approval of Stock Exchanges and/or any other authority, as may be required, upon application for re-classification of the aforementioned Applicant, the company shall effect such re-classification in the Statement of Shareholding Pattern from immediate succeeding Quarter under Regulation 31 of the Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions, if any.”

“**RESOLVED FURTHER THAT** Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in this regard as per the applicable laws and make all necessary filings and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”



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He further stated that:

1. Voting Result along with Scrutinizer Report is also be submitted to the Stock Exchange within the prescribed time
2. The Voting Result of Resolution of Postal Ballot Notice is also available on the website of the company at www.rolexrings.com

For, ROLEX RINGS LIMITED

Hardik Dhimantbhai
Gandhi

Digitally signed by Hardik Dhimantbhai Gandhi
DN: cn=H, ou=Personal, email=6599,
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68210965ba36466, c=IN, Hardik Dhimantbhai Gandhi
Date: 2026.03.02 16:22:20 +05'30'

Hardik Dhimantbhai Gandhi
Company Secretary & Compliance Officer
[M. No. A39931]

Place: Rajkot

Date: 02nd March, 2026