

NOTICE

Notice is hereby given that the 8th Annual General Meeting of **AJC JEWEL MANUFACTURERS LIMITED** upon approval of members of the Company will be held on 29th day of September 2026, Tuesday at 02:00 PM (IST) through Video Conferencing (VC) Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1) To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial year ended 31-03-2026 together with the Reports of the Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended 31-03-2026 and Auditors Report thereon.

2) Retirement by rotation

To re-appoint Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112), Director, who retires by rotation and being eligible, offers herself for such reappointment.

Special Business

3) REVISION OF REMUNERATION OF MANAGING DIRECTOR - Mr ASHRAF PERINKADAKKAD (DIN: 08094239)

To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution

“RESOLVED THAT, in terms of Section 196, 197, Schedule V and other applicable provisions under the Companies Act 2013 and rule made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company, the consent of the members of the Company be and is hereby accorded to revise and fix the basic salary of Mr ASHRAF PERINKADAKKAD (DIN: 08094239), Managing Director, from Rs. 6,00,000/- to Rs.7,00,000/- per month with effect from 01/10/2026 and on such terms and condition from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

This apart he shall also be entitled to the following perquisites:

- Contribution to Provident fund, Superannuation fund/ Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961
- Gratuity payable at the rate not exceeding half —a-month salary for each completed year of service, and
- Encashment of leave at the end of the tenure as per the rules of the company.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, the above-mentioned remuneration paid to her, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all formalities etc. as may be required to comply with all formalities in this regard”.

4) REVISION OF REMUNERATION OF WHOLE TIME DIRECTOR - Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023)

To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution

“RESOLVED THAT, in terms of Section 196, 197, Schedule V and other applicable provisions under the Companies Act 2013 and rule made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company, the consent of the members of the Company be and is hereby accorded to revise and fix the basic salary of Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023), Wholetime Director, from Rs. 61,500/- to Rs.1,25,000/- per month with effect from 01/10/2026 and on such terms and condition from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

This apart he shall also be entitled to the following perquisites:

- Contribution to Provident fund, Superannuation fund/ Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961
- Gratuity payable at the rate not exceeding half —a-month salary for each completed year of service, and
- Encashment of leave at the end of the tenure as per the rules of the company.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, the above-mentioned remuneration paid to her, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and

any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all formalities etc. as may be required to comply with all formalities in this regard”.

5) REVISION OF REMUNERATION OF EXECUTIVE DIRECTOR - Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112)

To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution

“RESOLVED THAT, in terms of Section 196, 197, Schedule V and other applicable provisions under the Companies Act 2013 and rule made there under (including any statutory modification or re-enactment thereof for the time being in force) and Article of Association of Company, the consent of the members of the Company be and is hereby accorded to revise and fix the basic salary of Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112), Executive Director, from Rs. 1,25,000/- to Rs.2,00,000/- per month with effect from 01/10/2026 and on such terms and condition from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

This apart she shall also be entitled to the following perquisites:

- Contribution to Provident fund, Superannuation fund/ Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961
- Gratuity payable at the rate not exceeding half —a-month salary for each completed year of service, and
- Encashment of leave at the end of the tenure as per the rules of the company.

RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year, the above-mentioned remuneration paid to her, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all formalities etc. as may be required to comply with all formalities in this regard”.

6. **ACQUISITION OF 80% STAKE IN AJC JEWEL MANUFACTURERS FZC BY WAY OF PREFERENTIAL ISSUE OF EQUITY SHARES OF THE COMPANY TOWARDS DISCHARGE OF CONSIDERATION PAYABLE FOR THE ACQUISITION THROUGH SHARE SWAP ARRANGEMENT**

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or amendment, re-enactment thereof for the time being in force), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**) as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, Reserve Bank of India (**"RBI"**) and/ or any other competent authorities, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited (**"BSE"**), where the shares of the Company are listed (**"Stock Exchange"**), and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to, in its absolute discretion, create, offer, issue and allot on a preferential basis, in one or more tranches upto 5,67,492 (Five Lakh Sixty-Seven Thousand Four Hundred Ninety-Two only) fully paid up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each (**'Subscription Shares'**) at a price of INR 169.85 per equity share (including a premium of INR 159.85 per Equity Share) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the 'Floor Price') for consideration other than cash (i.e. swap of sale shares of AJC Jewel Manufacturers (FZC), UAE (**'AJC UAE'**), aggregating to an amount not exceeding INR 9,64,00,000/- , balance amount over and above swap of shares, if any, will be paid in cash, towards payment of the total purchase consideration payable to the shareholder of AJC UAE, namely, Mr. Afzal Rahman Perinkadakkad, for the acquisition of 80% shareholding, representing 80 Shares of face value of AED 1500/- per share (**'Sale Shares'**), of issued and paid-up share capital of AJC UAE.

The details of the allottee (**‘Proposed Allottee’**) and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of the Proposed Allottee	Category	No. of shares to be allotted
1.	Afzal Rahman Perinkadakkad	Promoter Group	5,67,492

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be August 28, 2026, being the working day, 30 days prior to the date of the Annual General Meeting to be held on September 29, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- a) The Equity shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE, RBI or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The price determined, and accordingly the number of shares to be issued above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The Subscription Shares so offered, issued and allotted to the Proposed Allottee are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Proposed Allottee for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
- e) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- f) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.

- g) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- h) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue, allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company or any duly authorised Committee thereof, and the Company Secretary of the Company be and is hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation, circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Companies Act, to make application to Stock Exchange for obtaining of in-principle approval and any other statutory or regulatory approvals (if any), listing of shares, filing of requisite documents with the Registrar of Companies, Registrar & Transfer Agent ("**RTA**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of proceeds of the Preferential Issue, execution of all deeds and documents instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations as may be required without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein to Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023) Whole-time Director be and are hereby severally to take all such actions to give effect to the aforesaid resolution including making necessary filings with the Stock Exchange for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law

including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations.”

By Order of the Board of Directors
AJC JEWEL MANUFACTURERS LIMITED

Malappuram
02-09-2026



ASHRAF PERINKÀDAKKAD
MANAGING DIRECTOR
DIN: 08094239

Notes:

Details of the directors seeking re-appointment as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 secretarial standard-2:

Particulars	Mrs FATHIMA JASNA KOTTEKKATTU
DIN	10691112
Date of Birth	02/02/1996
Date of Appointment	05/08/2024
Type of Appointment	Executive Director retiring by rotation.
Number of shares held in the Company	2,15,400
Membership/Chairmanship of Committees of other Companies	NIL
Experience	She has been appointed as an Executive Director of our Company with effect from August 05, 2024 and she oversees the strategic leadership and management decisions and oversees the development and implementation of organizational policies and procedures
Directorships held in other Companies	Esthara Jewels Private Limited

Explanatory Statement pursuant to Sec 102 of the Companies Act 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Statement sets out all material facts relating to Ordinary/Special business mentioned under Item Nos. 3 to 6 of the accompanying Notice dated 2nd September 2026.

Item No: 3

The Board recommends a revision in the salary of **Mr ASHRAF PERINKADAKKAD (DIN: 08094239)** from Rs 6,00,000/- to Rs 7,00,000/- per month. The Board recommended the revision, based on the recommendation from the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has duly considered the contributions made by Mr Ashraf P in the Company especially in the past 1 year. His involvement in the functioning of the Company and enhancing the overall performance of the company has been remarkable. He has been showing sincere dedication and also exploring various ways in which the Company can attain higher levels of overall efficiency.

Your Board seeks your approval for revision of remuneration payable to of Mr ASHRAF PERINKADAKKAD (DIN: 08094239) Managing Director.

None of the Director except of Mr ASHRAF PERINKADAKKAD (DIN: 08094239) and Mrs FATHIMA JASNA KOTTEKKATTU and his relatives are interested in the above resolution.

Item No: 4

The Board recommends a revision in the salary of **Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023)** from Rs 61,500/- to Rs 1,25,000/- per month. The Board recommended the revision, based on the recommendation from the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has given the recommendation for increase in the remuneration of Whole-time director considering his immense contribution in obtaining higher sales volume during the year under review.

Your Board seeks your approval for revision of remuneration payable to of **Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023)** Wholetime Director.

None of the Director except of **Mr MOHAMED ALI CHERUPARAMBIL (DIN: 10668023)** is interested in the above resolution.

Item No: 5

The Board recommends a revision in the salary of **Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112)** from Rs 1,25,000/- to Rs 2,00,000/- per month. The Board recommended the revision, based on the recommendation from the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has given the recommendation for increase in the remuneration of Executive director considering her valuable contribution in the overall performance of the Company

Your Board seeks your approval for revision of remuneration payable to of **Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112)** Executive Director.

None of the Director except of **Mrs FATHIMA JASNA KOTTEKKATTU (DIN: 10691112)** and Mr ASHRAF PERINKADAKKAD (DIN: 08094239) and her relatives **are** interested in the above resolution.

Item No. 6

The Board of Directors of the Company at its meeting held on September 02, 2026, considered and approved the Preferential Issue of upto 5,67,492 (Five Lakh Sixty-Seven Thousand Four Hundred Ninety-Two) Equity Shares of face value of Rs. 10/- each at an issue price of INR 169.85/- each, being the price determined in accordance with SEBI ICDR Regulations, 2018, to be issued to shareholder of AJC Jewel Manufacturers FZC, UAE (**'AJC UAE'**) towards acquisition of 80% stake in AJC UAE from its shareholder ('proposed allottee'), through share swap arrangement for an aggregate investment value of up to INR 9,64,00,000/- (balance amount over and above swap of shares, if any, will be paid in cash).

The Special Resolution contained in Item No. 6 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 ("Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, or any other applicable rules made thereunder, to issue and allot, on a preferential basis.

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue for Item No. 6 as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Object of the Issue:

Preferential Issue of upto 5,67,492 Equity Shares of face value of Rs. 10/- each at an issue price of INR 169.85/- each to be issued to the shareholder of AJC UAE towards acquisition of 80% stake in AJC UAE through share swap arrangement for an aggregate investment value of upto INR 9,64,00,000 /-.

II. Monitoring of Utilization of Funds

Not Applicable since consideration is other than cash.

III. Particulars of the offer including securities offered, maximum number of specified securities to be issued:

The Company proposes to issue aggregate up to 5,67,492 Equity Shares of Rs. 10/- each at an Issue Price of Rs. 169.85/- each on preferential basis.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except Mr. Afzal Rahman Perinkadakkad, being the person belonging to promoter group who intends to subscribe upto 5,67,492 Equity Shares of Rs. 10/- each at an Issue Price of Rs. 169.85/- each in the proposed preferential issue, none of the other promoters or promoter group or directors or key managerial personnel or senior management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the proposed Preferential Issue.

V. The Shareholding Pattern of the issuer before and after the Preferential Issue.

The shareholding pattern of the Company before and after the proposed preferential issue for Share Swap is likely to be as follows:

Sr no	Category	Pre-issue		Shares to be allotted	Post issue	
		No of Shares held	% of share holding		No of Shares held	% of share holding
A	Promoters Shareholding					
A1	Indian:					
	Individuals & HUF	34,18,300	56.33%	5,67,492	39,85,792	60.06%
	Body Corporate	-	-	-	-	-
A2	Foreign promoters	-	-	-	-	-
	Subtotal (A)=A1+A2	34,18,300	56.33%		39,85,792	60.06%
B	Public Shareholding	-	-	-	-	-
B1	Institutional investor	-	-	-	-	-
	Domestic	-	-	-	-	-
	Foreign	-	-	-	-	-
B2	Central Govt./Stat Govt./POI	-	-	-	-	-
B3	Non-Institutional Investors					

	Individuals	23,36,860	38.51%		23,36,860	35.22%
	Body Corporate	1,63,200	2.69 %		1,63,200	2.46%
	Others [including NRI's/Foreign Body Corporates/Cooperative]	1,50,000	2.47 %		1,50,000	2.26%
	Directors and their relatives (excluding Independent Directors & Nominee Directors)	-	-	-	-	-
	Subtotal (B)=B1+B2+B3	26,50,060	43.67%		26,50,060	39.94%
	Grand Total (A+B)	60,68,360	100.00%	5,67,492	66,35,852	100.00%

Notes:

1. Post-issue %age have been calculated on the basis of post-issue fully paid-up share capital comprising 66,35,852 Equity Shares of Rs. 10/ each.
2. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e., August 21, 2026.
3. Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable, since the Company has not made any allotment on a preferential basis during the year.

VIII. Class or classes of the proposed allottee(s):

S. No.	Name of the proposed allottee	Category/ Class
1.	Afzal Rahman Perinkadakkad	Promoter Group

IX. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the proposed allottee	Name of ultimate beneficial owners
1.	Afzal Rahman Perinkadakkad	Not Applicable, since proposed allottee is a natural person

X. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue

S. No.	Name of proposed allottee	Pre-issue (Fully-Paid-up)		No. of equity shares to be allotted	Post-issue (Fully-Paid-up)	
		No. of shares	%		No. of shares	%
1.	Afzal Rahman Perinkadakkad	Nil	Nil	5,67,492	5,67,492	8.55

Note:

1. Post-issue %age have been calculated on the basis of post-issue fully paid-up share capital comprising of 66,35,852 Equity Shares of Rs. 10/ each.
2. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. August 21, 2026.
3. Post shareholding structure may change depending upon any other corporate action in between.

XI. Consequential changes in the voting rights, change in control, and change in the management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed Preferential Issue of Equity Shares to the proposed allottee, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XII. Lock-in Period:

- a. Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- b. The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIII. Basis or justification for the issue price and relevant date:

In terms of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as August 28, 2026, being the working day 30 days prior to the date of the AGM to be held on September 29, 2026.

The Equity shares of the Company are listed on BSE only and are frequently traded thereat as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

The minimum issue price per Equity Share shall be the higher of the price determined through the following methods:

1. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued is computed to be Rs. 169.70/- each, being the higher of the following:
 - a) Rs. 124.26/- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - b) Rs. 169.70/- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
2. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company- Not applicable as the Articles of Association of the Company are silent on the determination of floor price/minimum price of the shares issued on preferential basis.
3. Pricing under Regulation 166A of the SEBI ICDR Regulations- The value of the Equity Shares has been arrived at INR 169.85, determined taking into account the Valuation Report issued by Alphavalue Consulting Valuation LLP, Registered Valuer (IBBI/RV-E/05/2021/151) available at <https://ajcjewel.com/folders/11>
Accordingly, the Board of the Company has decided to issue Equity Shares at INR 169.85/- each, for the preferential issue.

XIV. Undertakings:

The Company hereby undertakes that:

- The Company is eligible to make a Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its directors, or promoters are categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"). Consequently, the disclosures required under Regulation 163(1)(i) are not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed on a recognized stock exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations is not applicable.
- The Proposed Allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any circulars and notifications issued by the SEBI thereunder.

XV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

XVI. The current and proposed status of the allottee(s) post the preferential issues, namely, promoter or non-promoter:

S. No.	Name of the proposed allottee	Current Status	Post-Issue Status
1.	Afzal Rahman Perinkadakkad	Promoter Group	Promoter Group

XVII. Practicing Company Secretary's Certificate:

The certificate from K P Satheesan (FCS No : 4173) Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members till the date of AGM, and the same may be accessed on the Company's website at [AJC Jewel Manufacturers Ltd](#)

XVIII. Listing:

The Company will make an application to the BSE for listing of the Equity Shares issued pursuant to the Preferential Issue. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects, including, inter alia, dividend and voting rights.

XIX. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire an 80% stake in AJC Jewel Manufacturers FZE, UAE under a share swap arrangement. As per Regulation 163(3) of the SEBI ICDR Regulations, the value/consideration of the Purchase Shares under Share Swap has been arrived at on the basis of a valuation report issued by an independent valuer for consideration other than cash.

The value of the Purchase Shares has been determined taking into account the Valuation Report issued by Alphavalue Consulting Valuation LLP, Registered Valuer (IBBI/RV-E/05/2021/151) available at [AJC Jewel Manufacturers Ltd](#)

XX. Details of the directors, key managerial persons, or their relatives, in any way, concerned or interested in the said resolution:

Except Mr. Ashraf Perinkadakkad, Director of the Company and his relatives, none of the directors, key managerial personnel, or their relatives, in any way, are concerned or interested, financially or otherwise, in the resolutions set out at Item no. 6 of this Notice.

The Board of Directors of the Company believes that the Proposed Issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolutions as set out in Item No. 6 in the accompanying notice for your approval.

Notes

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“Act”) and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting (“AGM”), is annexed to the Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated 5 May 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos.20/2020 dated 5 May 2020 and subsequent circulars issued in this regard, the latest being General Circular No 03/2025 dated 22 September 2025 in relation to “Clarification on holding of AGM through VC/OAVM, collectively referred to as “MCA Circulars”, has allowed companies to conduct the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) at a common venue without physical presence of members. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 18th AGM of the Company is being conducted through VC/OAVM at the registered office of the Company as the deemed venue.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will

be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. 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 Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ajcjewel.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) The voting period begins on 26th September 2026 (Saturday) 09:00 AM and ends on 28th September 2026 (Monday) 05:00 PM. During this period shareholders' of the Company, holding shares, as on the cut-off date 18th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

1) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant company ie AJC Jewel Manufacturers Limited on which you choose to vote.

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the

email address viz; investors@ajcjewel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility

of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

2. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.