

AJC/BSE/31/2025-26

Date : 23/03/2026

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

BSE Scrip Code: 544425

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the postal ballot notice along with the explanatory statement ("Postal Ballot Notice").

In accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 03/2025 dated September 22, 2025 and other related circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the SEBI Listing Regulations, the Postal Ballot.

Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday 20th March, 2026 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing remote e-voting facility to the Members. The e-voting will commence on Tuesday 24th March, 2026 (9:00 AM) and shall end on Wednesday 22nd April, 2026 (5.00 PM). The results of postal ballot will be declared by the Company on or before Friday, 24th April, 2026.

This intimation is being made available on the website of the Company at www.ajcjewel.com.

We request you to kindly take the above information on record.

Yours faithfully,
For AJC Jewel Manufacturers Limited,



Ms. Reshmi N K
Company Secretary and Compliance Officer



AJC Jewel Manufacturers Limited

38/227-Z, INKEL GREENS EDU CITY, KARATHODE-KONAMPARA ROAD,
PANAKKAD VILLAGE, Pattarkadavu, Malappuram, Ernad, Kerala, India, 676519
CIN: L93090KL2018PLC052621

Email id : investors@ajcjewel.com Contact No: +91 95679 16106

NOTICE OF POSTAL BALLOT

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

Dear Member(s):

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and General Circular No(s) 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (herein collectively referred to as “**MCA Circulars**”) and other applicable laws and regulations (including statutory modifications or re-enactments thereof), as amended from time to time, for seeking consent of the members of the Company to transact the following Special Business through the process of Postal Ballot, by electronic means (“**e-voting**”) only. The Resolutions along with the Explanatory Statement, setting out material facts and reasons for passing the below mentioned resolutions is attached. In compliance with the provisions of the Act and the SEBI Listing Regulations, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to Members for this Postal Ballot. The instructions for e-voting are appended to this Postal Ballot Notice. You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting system only, provided by the Company. Members are requested to carefully read the instructions for voting through electronic means (“**e-voting**”), and cast their vote electronically from Tuesday, March 24, 2026 (9:00 AM IST) to Wednesday, April 22, 2026 (5.00 PM IST) by following the procedures as explained in the Notes. The Board of Directors of the Company (“**Board**”) has in compliance with Rule 22(5) of the Rules, appointed Mr. K P Satheesan, (Membership No. ACS-4173/ COP: 2665), Company Secretary in Practice, as the Scrutinizer to scrutinize the process of Postal ballot by electronic means (e-voting) in a fair and transparent manner. Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman of the Company within the stipulated time. The results of the Postal Ballot shall be announced by the Chairman or any person authorised by the Chairman of the Company on or before Friday, April 24, 2026 at the Registered Office of the Company at 38/227-Z, INKEL GREENS EDU CITY, KARATHODE-KONAMPARA ROAD, PANAKKAD VILLAGE, Ernad, Malappuram, Kerala, 676519. The said results would be displayed at the Registered office of the Company and intimated to CDSL and Stock Exchanges where the Company’s shares are listed (BSE Limited) as well as displayed on the website of Central

Depository Services India Limited ('CDSL') at www.evoting.cdsl.com, and along with the Scrutinizer's Report, on the Company's website at www.ajcjewel.com.

SPECIAL BUSINESS

Item No. 1: To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

from time to time in one or more tranches as the Board of Directors in their absolute discretion may deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

Item No. 2: Material Related Party Transaction(s) with M/s. ESTHARA JEWELS PRIVATE LIMITED

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

RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter

referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with M/s. ESTHARA JEWELS PRIVATE LIMITED ('EJPL'), a subsidiary company of AJC Jewel Manufacturers ('the Company') and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and EJPL, for an aggregate value not exceeding ₹50 crore during FY26, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Item No. 3: Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for the financial year 2026-27, in its absolute discretion as may deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No. 4: To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to 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 may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 150 Crores (Rupees One Hundred and fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Item No. 5: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time shall exceed the value of limits approved under Section 180(1)(c) of the Act or 150 crores (One hundred and fifty crores).”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of

sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

By Order of the Board of Directors
AJC JEWEL MANUFACTURERS LIMITED

Vengara
23-03-2026

Sd/-

ASHRAF PERINKADAKKAD
MANAGING DIRECTOR
DIN: 08094239

NOTES:

1. The statement under Section 102 of the Companies Act, 2013, rules made there under, the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolutions, forming part of this Notice is annexed.
2. In compliance with the aforesaid MCA Circulars Regulation 44 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“SS- 2”) and SEBI Circular(s) dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023, 7th October 2023, and 03rd October 2024 Postal Ballot Notice for e-voting are being sent through electronic mode only to members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday March 20 2026 (“**Cut-off Date**”) and whose email address are registered with the Company/Registrar and Share Transfer Agent (“**RTA**”) or Depository/ Depository Participants. Members may note that the Postal ballot Notice will also be available on the Company’s website www.ajcjewel.com, websites of the Stock Exchanges- BSE Limited (www.bseindia.com) and on the website of CDSL (www.evoting.cdsl.com). Physical copies of the Postal Ballot notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday March 20 2026 (“**Record Date**”/ “**Cut-off Date**”) will be considered for the purpose of e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
4. The e-voting period commences on Tuesday, March 24, 2026 (9:00 AM IST) to Wednesday, April 22, 2026 (5.00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form as on the record date, i.e., Friday March 20 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Wednesday, April 22, 2026 (5.00 PM IST) Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Record Date i.e., Friday March 20 2026
6. The resolutions passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
7. In compliance with Section(s) 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting facility provided by CDSL. The instructions for e-voting are given under the section “**Procedure to Vote Electronically Voting by Electronic using CDSL e-voting System**” below.
8. The Scrutinizer will submit his report to the Chairman or a person authorised by him, after the completion of scrutiny and the result of the voting will be announced on or before Friday, April 24, 2026 at 38/227-Z, INKEL GREENS EDU CITY, KARATHODE-KONAMPARA ROAD, PANAKKAD VILLAGE, Pattarkadavu, Malappuram, Ernad, Kerala, India, 676519, Kerala State and intimated CDSL and Stock Exchanges where the

Company's shares are listed (BSE Limited) and displayed along with the Scrutinizer's Report on the Company's web-site at www.ajcjewel.com

9. The last date specified for e-voting i.e., Wednesday, April 22, 2026 (5:00 PM IST) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority and will also be the date of the deemed general meeting of the members of the Company. 10. The documents, if any referred to in the statement, will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch of this Notice till Wednesday, April 22 2026 (5:00 PM IST).

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

- (i) The voting period begins on 24th March 2026 09:00 AM IST and ends on 22nd April 2026 05:00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20-03-2026 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.

Step 1 : 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsl 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 cdsl 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	<ol style="list-style-type: none"> 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant AJC Jewel Manufacturers Limited on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.

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 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 at toll free no. 1800 21 09911

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 in the Notice dated 23/03/2026

Item No. 1:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 1 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

In terms of Regulation 23 of the SEBI Listing Regulations, as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of Members by means of an ordinary resolution.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Background of the Transaction

The Company, Esthara Jewels Pvt. Ltd. ("EJPL") recently incorporated vide Certificate of Incorporation has been duly received by ROC, Kerala dated 23/12/2025, is a subsidiary of the Company wherein AJC Jewel Manufacturers Limited ("AJC") holds 88% of the equity share capital of the said company and the balance 12% of the equity share capital is held by the Promoter namely Mr. Ashraf P. The Company, Esthara Jewels Pvt. Ltd. is engaged in the business of retailing of Silvery Jewellery.

In this context, AJC may enters into various transactions with EJPL in the form of making Investment, in the form of loans or Equity providing Loans, providing Security, various Guarantee (including corporate guarantee and performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company for the effective execution and day-to day operations of the Company. The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with EJPL, whose value may exceed the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company.

All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Disclosure in terms of SEBI circular dated October 13, 2025 read with SEBI Master Circular dated November 11, 2024 are as follows:

S. No.	Description	Details
1.	information provided by the management to the Audit Committee	
i.	Basic details of the related party	-Esthara Jewels Pvt. Ltd. - Incorporated in India, Kerala - Business of Retail Silver Jewellery

ii.	Relationship and ownership of the related Party (Direct & Indirect)	<u>Subsidiary Company (88% stake held) and balance 12% held by Promoters</u>
iii.	Details of previous transactions with the related party	NIL since incorporated on 23/12/2025
iv.	Amount of the proposed transactions and details thereof	<p>-Rs. 50 crores</p> <p>-The approval is being taken as Material Related Party Transaction</p> <p>- Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</p> <p>- Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)- N.A.</p> <p>- Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</p>
v.	Financial performance of the related party for the immediately preceding financial year	N.A. since incorporated on 23-12-2025
vi.	Basic details of the proposed transaction	<p>-Inter-corporate loans, deposits, guarantee, investment, contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s) as per Companies Act and Policy of RPT of the Company</p> <p>-Tenure of the proposed transaction : 12 months</p>
vii.	Whether omnibus approval is being sought?	Yes
viii.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 50 Crores for 2026-2027
ix.	Details for specific transactions	N.A.
2.	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are being undertaken to ensure day-to day operational & Business operations of the subsidiary and essential for its activities. This

		will contribute to the overall consolidated financial performance of the Company
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Inter-corporate loans, deposits, guarantee, investment, contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s) as per Companies Act and Policy of RPT of the Company
	(i) details of the source of funds in connection with the proposed transaction	Company's own funds
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	N.A.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To ensure operational efficiency of the subsidiary which will contribute to the overall consolidated financial performance of the Company
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder/ Web link/ QR code	N.A.
5.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
6.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the	The Material Related Party Transaction with EJPL has been approved by Audit Committee. Board of Directors recommends the proposed transactions to the shareholders for approval.

	proposed transaction to the shareholders for approval	
7.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	N.A.
8.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable since incorporated on 23-12-2025
9.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ashraf P is a Director on the Board and a Promoter of both EJPL & the Company Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and EJPL
10.	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

Except Mr Ashraf P, Managing Director, Mr Fathima Jasna, Executive Director (who are also the Directors of Esthara Jewels Private Limited, the subsidiary Company) and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise is concerned or interested in the said resolution.

Item No. 3:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 4 & 5:

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to hypothecate/mortgage the assets of the Company in favour of such lending institutions and to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 4 and 5 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors
AJC JEWEL MANUFACTURERS LIMITED

Vengara
23/03/2026

Sd/-

ASHRAF PERINKADAKKAD
MANAGING DIRECTOR
DIN: 08094239