

**Date: January 19, 2026**

To,  
The Manager,  
**BSE SME Platform**  
Department of Corporate Services  
25th Floor, P.J. Towers, Dalal Street  
Fort, Mumbai - 400 001

**BSE Scrip Code: 544400**

**Subject: Submission of Postal Ballot Notice Dated January 08, 2026.**

**Dear Sir/Madam,**

Please be informed that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval/consent of members of the Company is sought through Postal Ballot/ Electronic Voting ("e-voting") by way of resolutions for the business set out in the enclosed Postal Ballot Notice dated January 08, 2026.

In this regard, please note that the Company has completed dispatch of the said Notice of Postal Ballot on Monday, January 19, 2026 through email to all the members whose names appeared in the Register of Members/ Record of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 09, 2026.

Please find attached postal ballot notice for your reference.

Thanks & Regards

**FOR MANOJ JEWELLERS LIMITED**

**MANOJ KUMAR**  
**MANAGING DIRECTOR**  
**DIN - 01730747**

## Schedule of Event for Postal Ballot Notice of Company

BENPOS Date for Sending Notice	09-01-2026
Date of Completion of Dispatch	19-01-2026
Cut Off Date	09-01-2026
Remote e-Voting Start Date	20-01-2026
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	18-02-2026
Remote e-Voting End Time	5:00 PM
Date of deemed Meeting for approval through Postal Ballot i.e. last day of E-voting	18-02-2026

## Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS-2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations, it is proposed to seek the consent of the members ("**Members**") of **Manoj Jewellers Limited** ("**Company**"), for the resolutions appended below, through Remote Electronic Voting ("**E-Voting**") only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors ("**Board**") in its meeting held on Thursday, January 08, 2026, has appointed M/s. Dilip Swarnkar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (issued by the Ministry of Corporate Affairs ("**General Circulars**") ("**MCA Circulars**"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standard-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the **MANOJ JEWELLERS LIMITED** ("**Company**") through postal ballot by remote e-Voting process ("**E-Voting**").

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies

Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business (es) as set out in this Notice. The Company has engaged NSDL to facilitate the remote e-voting system. The remote e-voting period commences on Tuesday January 20, 2026 (9.00 a.m. IST), and ends on Wednesday, February 18, 2026 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, January 9th, 2026 (“**Cut-off Date**”). Notice of the Postal Ballot will also be available on the Company’s website: [www.manojjewellerslimited.com](http://www.manojjewellerslimited.com) websites of the BSE Limited (“**Stock Exchange**”) <https://www.bseindia.com/>, and on the website of NSDL i.e. at <https://eservices.nsdl.com> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Tuesday January 20, 2026 (9.00 a.m. IST), and ends on Wednesday, February 18, 2026 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before Friday, February 20, 2026, and the results of the voting shall be declared by the Chairman of the Company on or before Friday, February 20, 2026, at Company’s Registered Office. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., [www.manojjewellerslimited.com](http://www.manojjewellerslimited.com) and on the e-voting system link of NSDL i.e., at <https://eservices.nsdl.com>. The same shall simultaneously be communicated to BSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. Shareholders holding equity shares whether in dematerialized form or in physical form, shall be able to vote by way of e-Voting.

**ITEM NO. 1: RE-APPOINTMENT OF MR. SUGANCHAND RAMESH KUMAR (DIN:09661906) AS DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY:**

**To consider and, if thought fit, to pass with or without modification(s), following resolution as an Special Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, Mr. Suganchand Ramesh Kumar (DIN: 09661906), who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 along with his consent to act as Director, be and is hereby re-appointed as an Non- Executive Independent Director of the

Company for the term of five consecutive years and shall not liable to be retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mr. Suganchand Ramesh Kumar (DIN: 09661906) from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT**, any of the Executive Director of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

**ITEM NO. 2: RE-APPOINTMENT OF MR. PRASANCHAND DAGA PRATHIK (DIN:09660743) AS DIRECTOR (NON-EXECUTIVE INDEPENDENT) OF THE COMPANY:**

**To consider and, if thought fit, to pass with or without modification(s), following resolution as an Special Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, **MR. PRASANCHAND DAGA PRATHIK (DIN:09660743)**, who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 along with his consent to act as Director, be and is hereby re-appointed as an Non- Executive Independent Director of the Company for the term of five consecutive years and shall not liable to be retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mr. Prasanchand Daga Prathik (DIN:09660743) from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT**, any of the Executive Director of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

## **ITEM NO 3: INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

**To consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the Authorized share capital of the Company be and is hereby increased 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs.19,00,00,000/- (Rupees Nineteen Crores) divided into 1,90,00,000 (One Crore Ninety Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten) by creating additional Rs. 9,00,00,000 (Rupees Nine Crore Only) 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- each ranking pari passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores Only), divided into 1,90,00,000 (One Crore Ninety Lacs) Equity Shares of Rs. 10/- (Rupee Ten) each.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## **ITEM NO 4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013: -**

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

**“RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company 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** any of the directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”



**By Board of Director  
Manoj Jewellers Limited**

**Sd/-**

**Manoj Kumar  
Managing Director  
DIN -01730747**

**Place-Chennai  
Date- 08<sup>th</sup> January 2026**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 09, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at: [www.manojjewellerslimited.com](http://www.manojjewellerslimited.com), websites of the Stock Exchange, that is, BSE Limited <https://www.bseindia.com> and on the website of NSDL at: <https://eservices.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company ([www.manojjewellerslimited.com](http://www.manojjewellerslimited.com)) and Registrar (SKYLINE FINANCIAL SERVICES PRIVATE LIMITED) of the Company ([www.skylinerta.com](http://www.skylinerta.com)) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at D - 153A, First Floor, Okhla Industrial Area, Phase - 1, New Delhi – 110020, India.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences on Tuesday January 20, 2026 (9.00 a.m. IST), and ends on Wednesday, February 18, 2026 (5.00 p.m. IST). Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under "Access to NSDL E-voting system".
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com).

## E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

The remote e-voting period begins on Tuesday January 20, 2026 (9.00 a.m. IST), and ends on Wednesday, February 18, 2026 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, January 09, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday January 09, 2026.



## How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*


### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website</li> </ol>

	<p>of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**How to Log-in to NSDL e-Voting website**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and

<p>cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password',</p> <p>b) you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered.</b></p>	
6.	<p>If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "<b>Forgot User Details/Password?</b>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdilipsonioffice@gmail.com](mailto:csdilipsonioffice@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 to 4 of the accompanying Notice.

#### Item No. 1:

Mr. Suganchand Ramesh Kumar (DIN: 09661906), was appointed as a Non-Executive Independent Director of the Company for a fixed term in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board of Directors, has considered it appropriate to re-appoint him for a further term.

The Board is of the opinion that Mr. Suganchand Ramesh Kumar possesses relevant experience, professional expertise, integrity, and independent judgment, which continue to be of significant value to the Company. During his tenure, he has provided valuable guidance and contributed effectively to the Board and its Committees.

Mr. Suganchand Ramesh Kumar has submitted:

- A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- His consent to act as a Director pursuant to Section 152 of the Act; and
- An intimation that he is not disqualified from being appointed as a Director under Section 164 of the Act.

Further, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for re-appointment as an Independent Director of the Company.

In terms of Section 149(10) of the Act, an Independent Director may be re-appointed for a second term of up to five consecutive years by passing a resolution of shareholders. Accordingly, it is proposed to re-appoint Mr. Suganchand Ramesh Kumar as a Non-Executive Independent Director of the Company for a further term of five (5) consecutive years. He shall not be liable to retire by rotation pursuant to Section 149(13) of the Act.

The terms and conditions of his appointment shall be in accordance with the provisions of the Act and the SEBI Listing Regulations, as may be modified by the Board from time to time, subject to applicable approvals.



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

### **Interest of Directors / Key Managerial Personnel:**

Except Mr. Suganchand Ramesh Kumar, being the appointee, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

### **Item No. 2:**

Mr. Prasanchand Daga Prathik (DIN: 09660743) was appointed as a Non-Executive Independent Director of the Company for a fixed term in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). His present term of office is due to expire, and the Board of Directors, has considered it appropriate to re-appoint him for a further term.

The Board is of the opinion that Mr. Prasanchand Daga Prathik possesses relevant experience, professional expertise, integrity, and independent judgment, which continue to be of significant value to the Company. During his tenure, he has provided valuable guidance and contributed effectively to the Board and its Committees.

Mr. Prasanchand Daga Prathik has submitted:

- A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- His consent to act as a Director pursuant to Section 152 of the Act; and
- An intimation that he is not disqualified from being appointed as a Director under Section 164 of the Act.

Further, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for re-appointment as an Independent Director of the Company.

In terms of Section 149(10) of the Act, an Independent Director may be re-appointed for a second term of up to five consecutive years by passing a resolution of shareholders. Accordingly, it is proposed to re-appoint Mr. Prasanchand Daga Prathik as a Non-Executive Independent Director of the Company for a further term of five (5) consecutive years. He shall not be liable to retire by rotation pursuant to Section 149(13) of the Act.

The terms and conditions of his appointment shall be in accordance with the provisions of the Act and the SEBI Listing Regulations, as may be modified by the Board from time to time, subject to applicable approvals.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

### **Interest of Directors / Key Managerial Personnel:**

Except Mr. Prasanchand Daga Prathik, being the appointee, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

### **ITEM NO 3:**

Considering the overall business growth, future expansion and operational needs, the Company needs to raise funds for its operations by various means. Hence while the Company considers various options for fund raising and capitalization of profit, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under.

It is therefore deemed appropriate to increase the existing authorized share capital of the Company from 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores Only), divided into 1,90,00,000 (One Crore Ninety Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten) by creating additional Rs. 9,00,00,000 (Rupees Nine Crore Only) 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- each ranking pari passu with the existing Equity Shares of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorized share capital and substitution of the proposed increased Authorized Share Capital.

The aforesaid increase in Authorized Share Capital and subsequent alteration of clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

### **ITEM NO 4:**

The Articles of Association ("AoA") of the Company is presently in force since its conversion of the Company. As per current requirements of Company, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association, in place

of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on Thursday, 08 January, 2026 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 4 of the Notice.

**By order of Board,  
For Manoj Jewellers Limited**

**Sd/-**

**Manoj Kumar  
Managing Director  
DIN -01730747**

**Place-Chennai  
Date- 8<sup>th</sup> January 2026**

## Annexure - I

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

PARTICULARS	SUGANCHAND RAMESH KUMAR (DIN: 09661906)
Brief Resume of Director	Mr. <b>Suganchand Ramesh Kumar</b> has over 35 years of experience in the field of Legal Consultancy and Legal Advisory. He has completed Bachelors of Commerce from the University of Madras.
Current Position	Non-Executive Independent Director
Age	60 Years
Qualification & Experience	He has completed Bachelors of Commerce from the University of Madras in the year 1986. He was admitted as member of The Bar Council of Tamil Nadu in the year 1990. He is Currently Practising at High Court of Madras and all other District Court. He possesses good experience in the industry.
Expertise in Specific functional areas	He has over 35 years of experience in the field of Legal Consultancy and Legal Advisory.
Date of first Appointment	July 16, 2022
Terms and Conditions of Appointment	As mutually Agreed between Board of Directors of Company.
Number of Board Meetings attended during the year	4
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];	0
Shareholding in the Company	0
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Other Directorships	NA

PARTICULARS	SUGANCHAND RAMESH KUMAR (DIN: 09661906)
Chairperson/Member of Committee(s) of Board of Directors of the Company	Audit committee - Member Nomination and Remuneration Committee – Member Stakeholder Relationship committee - Chairman
Other listed companies in which he holds Directorship and Membership of Committee of Board (along with listed entities from which he has resigned in the past three years)	NA

## Annexure – II

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

PARTICULARS	PRASANCHAND DAGA PRATHIK (DIN: 09660743)
Brief Resume of Director	Mr. Prasanchand Daga Prathik has experience of 6 years in handling advisory services pertaining to Direct Tax matters before Income Tax Authorities. He has completed Bachelors of Commerce from the University of Madras.
Current Position	Non-Executive Independent Director
Age	36 Years
Qualification & Experience	He has completed Bachelors of Commerce from the University of Madras, in the year 2009. He is an Associate Member of the Institute of Chartered Accountant India, and he also holds a Certificate of Practice received in the year 2018 from The Institute of Chartered Accountant of India. He is associated with M/s M.G.J Associates, Chartered Accountants as a Partner since June 2018.
Expertise in Specific functional areas	He has experience of 6 years in handling advisory services pertaining to Direct Tax matters before Income Tax Authorities.
Date of first Appointment	July 16, 2022
Terms and Conditions of Appointment	As mutually Agreed between Board of Directors of Company.
Number of Board Meetings attended during the year	4
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];	0
Shareholding in the Company	0
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of	NA



PARTICULARS	PRASANCHAND DAGA PRATHIK (DIN: 09660743)
the company	
Other Directorships	NA
Chairperson/Member of Committee(s) of Board of Directors of the Company	Audit committee - Chairman Nomination and Remuneration Committee – Chairman Stakeholder Relationship committee - Member
Other listed companies in which he holds Directorship and Membership of Committee of Board (along with listed entities from which he has resigned in the past three years)	NA