



## ROLEX RINGS LIMITED

[CIN: L28910GJ2003PLC041991]

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

Phone: (281) 2782577/2782677

Email: [compliance@rolexrings.com](mailto:compliance@rolexrings.com) website: [www.rolexrings.com](http://www.rolexrings.com)

Ref. RolexRings/Reg30/PostalBallot/1

January 29, 2026

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

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

**Script Code: 543325**

**Script Symbol: ROLEXRINGS**

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Notice of Postal Ballot**

Dear Sir/Madam,

With reference to the captioned matter, we hereby enclose a copy of Postal Ballot dated 27<sup>th</sup> January, 2026 for seeking approval of members through e-voting in respect of the following matters:

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

The above intimation will also be made available on company's website i.e. [www.rolexrings.com](http://www.rolexrings.com)

Thanking You,

Yours faithfully  
**For Rolex Rings Limited**

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



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### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by Ministry of Corporate Affairs, Government of India from time to time]

Dear Member(s),

**Notice** is hereby given that the resolutions as set out below are proposed to be passed by the Members of **Rolex Rings Limited** ('the company') [CIN: L28910GJ2003PLC041991] by means of Postal Ballot, only by way of Remote e-voting process ('e-voting'), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 issued by Ministry of Corporate Affairs, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 issued by SEBI, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions appended below, be passed by the Members of the Company (as on Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-Voting for the following resolutions.

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

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is annexed to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed CS Purvi G Dave (ACS No. 27373, COP 10462), Partner, MJP Associates, Practising Company Secretaries, Rajkot as the Scrutinizer for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner. After completion of the e-voting process, the Scrutinizer



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shall submit her report to the Chairman of the Company or to any person authorised by the Chairman, upon completion of the scrutiny of the votes cast through remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to Remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are given under in the Notes annexed to the Notice.

In accordance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to all Members whose e-mail addresses are available in the beneficial ownership data/records of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the record of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and hence all the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged services of **MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)** as the agency to provide e-voting facility.

The voting result along with the Scrutiniser's Report shall be available forthwith on the Company's website at [www.rolexrings.com](http://www.rolexrings.com) and will also be forwarded to BSE Limited and National Stock Exchange of India Limited (NSE) where the Company's shares are listed.

You are requested to carefully read the instructions on Remote e-voting process, printed in the Notes to this Postal Ballot Notice.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified by the Company for Remote e-voting i.e. 01<sup>st</sup> March, 2026.

### **SPECIAL BUSINESS**

- 1. To Approve revision in remuneration of Mr. Manesh Dayashankar Madeka, Chairman & Managing Director [DIN: 01629788]**

#### **To consider and pass the following resolution as a Special Resolution**

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

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

**"RESOLVED FURTHER THAT** the Board including its Committees, be and is hereby authorised to vary and/to revise the remuneration of Mr. Manesh Dayashankar Madeka within the limits permissible under



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the Act and do all such acts, deeds, things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

**2. To Approve revision in remuneration of Mr. Bhautik Dayashankar Madeka, Whole time Director [DIN: 01761543]**

**To consider and pass the following resolution as a Special Resolution**

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

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

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

**3. To Approve revision in remuneration of Mr. Mihir Rupeshkumar Madeka, Whole time Director [DIN: 01778561]**

**To consider and pass the following resolution as a Special Resolution**

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

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

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



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**4. Approval of Re-classification of Shareholding from "Promoter and Promoter Group Category" to "Public Category":**

**To consider and pass the following resolution as an Ordinary Resolution:**

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

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

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

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

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

**Date:** 27/01/2026

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

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



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### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. In accordance with the General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), this Postal Ballot Notice is being sent only by electronic mode to those members whose names appears in the Register of Members/ List of Beneficial Owners as on **23<sup>rd</sup> January, 2026 ("Cut-Off Date")** received from the Depositories and whose e-mail address are registered with the Company/Depositories. For those members who have not registered their email with the depositories, can avail the Notice of Postal Ballot from the website of the company. A copy of this Postal Ballot Notice will also be available on the website of the Company (<https://www.rolexrings.com>), website of the Stock Exchange ([www.nseindia.com](http://www.nseindia.com)) and ([www.bseindia.com](http://www.bseindia.com)) and website of the MUFG Intime India Private Limited <https://instavote.linkintime.co.in>.
3. In accordance with the General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the physical copies of Postal Ballot Notice, along with Postal Ballot Forms and pre-paid business envelope, are not being sent to any members. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-Voting.
4. Members who have not registered their email address are requested to register the same with the Company or Depository Participant(s) for sending future communications in electronic mode.
5. whose names appears in the Register of Members/ List of Beneficial Owners as on **23<sup>rd</sup> January, 2026 ("Cut-Off Date")** received from the Depositories and whose e-mail address are registered with the Company/Depositories, shall be entitled to cast their votes through remote e-voting facility.
6. The remote e-voting period commences from **09:00 a.m. (IST) Saturday, 31<sup>st</sup> January, 2026** and end on at **5.00 p.m. (IST) Sunday, 01<sup>st</sup> March, 2026**. The e-voting module shall be disabled by the MUFG Intime India Private Limited thereafter.
7. Further note that the voting for resolution as set out in this notice shall be take place through remote e-voting only. Therefore, the members entitled to vote have to convey their assent or dissent through remote e-voting only.
8. The voting results on the resolution as set out in this notice shall be available within two working days after the last date for e-voting shall be intimated to the Stock Exchange and also available on the website of the company at [www.rolexrings.com](http://www.rolexrings.com) as well as also on the website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)
9. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Wednesday and public holidays) between 11:00 A.M. to 05:00 P.M. up to the last date for voting i.e. **Sunday, 01<sup>st</sup> March, 2026**.





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10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting as specified by the Company for receipt of assent or dissent from the shareholders i.e. **Sunday, 01<sup>st</sup> March, 2026.**
11. Resolution passed by the Members through postal ballot is deemed to have been passed at a general meeting of the members.
12. Any query/grievances relating to the postal ballot process may be addressed to **CS Hardik Dhimantbhai Gandhi, Company Secretary and Compliance Officer** of the company through email at [compliance@rolexrings.com](mailto:compliance@rolexrings.com).
13. Event Number of the Company for e-Voting on Insta -Vote is:

Event No.	260032
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**14. The instructions for remote e-voting are as under:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

**Login method for Individual shareholders holding securities in demat mode:**

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.



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

### Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp>  
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.  
c) Enter the last 4 digits of your bank account / generate ‘OTP’  
d) Post successful registration, user will be provided with Login ID and password.  
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>  
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.  
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.  
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.  
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.  
b) Go to e-voting tab.  
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.  
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account  
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - CDSL Easi/ Easiest facility:**

##### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.  
b) Enter existing username, Password & click on “Login”.





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- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

### STEP 1: LOGIN / SIGNUP on InstaVote

#### Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

#### Shareholders not registered for INSTAVOTE facility:

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company



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a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

- Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
- Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
- Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. Set the password of your choice.

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

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**NOTE:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered\\_email\\_address](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpgs.mufig.com](mailto:enotices@in.mpgs.mufig.com) and the company at [registered\\_email\\_address](mailto:registered_email_address).



## ROLEX RINGS LIMITED

[CIN: L28910GJ2003PLC041991]

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

Phone: (281) 2782577/2782677

Email: [compliance@rolexrings.com](mailto:compliance@rolexrings.com) website: [www.rolexrings.com](http://www.rolexrings.com)

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

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
  - 3) 'Investor PAN' - Enter your 10-digit PAN.
  - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

#### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

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

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



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### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [registered email address](mailto:registered_email_address).

### HELPDESK:

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

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

#### Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</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 request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

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

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

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company



## ROLEX RINGS LIMITED

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

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

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

### **General Instructions - Shareholders**

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



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### **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 1:**

Mr. Manesh Dayashankar Madeka is Chairman & Managing Director of the company. He has been associated with the company since its inception i.e. since 2003. Further, the first tenure of Mr. Manesh as Chairman and Managing Director after getting the company converted from Private Limited to Public Limited is getting over on 12<sup>th</sup> March, 2026. However, the Company got approval of its members in the Annual General Meeting held on 29<sup>th</sup> September, 2025 for further appointment of Mr. Manesh Madeka as Chairman & Managing Director for a tenure of 05 years ending as on 12<sup>th</sup> March, 2031.

At the time of Approval of shareholders obtained on 29<sup>th</sup> September, 2025 the Remuneration proposed for Mr. Manesh Madeka was Rs. 10,00,000/- (Rupees Ten Lakhs only) per month. However, taking into consideration of increased business responsibilities and non-increment of remuneration since one year, the Board of Directors, on recommendation of Nomination and Remuneration Committee, at its meeting held on 10<sup>th</sup> November, 2025, has approved its proposal to increase the remuneration of Mr. Manesh Dayashankar Madeka to Rs. 14,00,000/- per month, subject to approval of shareholders, as set out in Resolution No. 1 of the Notice.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Manesh Madeka, as Chairman and Managing Director, the Company has not profits/ inadequate profits, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being Item No. 1 of the Notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The Company shall fulfil the conditions as laid down in Section II of Part II of the Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 10<sup>th</sup> November, 2025 has already approved the above remuneration payable to Mr. Manesh D Madeka, Chairman & Managing Director. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. (Criteria under Part II of Schedule V to the Companies Act, 2013).

The proposed revision in remuneration above is in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and hence approval of Central Government is not required to be taken.

Except for the above revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the Members of the company shall remain unchanged.

Considering Mr. Manesh Madeka's experience in the industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and is put up for approval of members.

The Members are requested to pass the said resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Bhautik Madeka and Mr. Mihir Madeka, his brother and relative, are in any way, concerned or interested in the said resolution.

The documents connected with Item No. 1 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off)



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**Statement containing the information as required under Section-II, Part-II of the Schedule V to the Companies Act, 2013**

I.	General Information		
1	Nature of Industry	Automobile Industry	
2	Date or expected date of commencement of commercial production	From the year 1978	
	In case of New companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
3	Financial performance based on indicators	Particulars	2024-25 (Amt. in Millions)
		Paid up Capital	272.33
		Reserves and Surplus	10,448.74
		Total Revenue from operations	11,832.66
		Total expenses	9,569.76
		Profit before tax	2,076.90
		Profit after tax	1,739.97
4	Foreign investments or collaborations, if any	Not Applicable	
II.	Information about the appointee:		
1	Background details	Mr. Manesh Madeka has been on the board of the company since 2003. He is having valuable experience in the field of Marketing, Production and finance.	
2	Past Remuneration	Rs. 10,00,000/- per month (Rupees Ten Lakhs only)	
3	Recognition or awards	No such awards received.	
4	Job Profile and his suitability	Mr. Madeka is entrusted with responsibility of performing such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board	
5	Remuneration proposed	Rs. 14,00,000/- per month (Rupees Fourteen Lakhs only)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration is reasonable looking at the size of the company and also on various responsibilities shouldered on Mr. Madeka and is as per Industry standards as compared to in similar industries.	
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any	Mr. Madeka is Promoter of the company and is Brother of Mr. Bhautik Madeka, Whole time Director of the company. Also he holds 2,59,89,150 equity shares in the company.	
III.	Other Information:		
1	Reasons of loss or inadequate profits	At present the company is earning profits	
2	Steps taken or proposed to be taken for improvement	The Company always makes best possible efforts to improve the margins.	
3	Expected increase in productivity and profits in	It is difficult to predict profit in measurable terms.	



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	measurable terms	
<b>IV.</b>	<b>Disclosure:</b>	
<b>1</b>	The remuneration package proposed to be given to Mr. Manesh Madeka, Chairman & Managing Director is as per details given in resolution. There is severance fees or stock option in the case of the aforesaid Managerial Personnel.	

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

Mr. Bhautik Dayashankar Madeka is Whole time Director of the company. He has been associated with the company since its inception i.e. since 2003. Further, the first tenure of Mr. Bhautik as Whole time Director after getting the company converted from Private Limited to Public Limited is getting over on 12<sup>th</sup> March, 2026. However, the Company got approval of its members in the Annual General Meeting held on 29<sup>th</sup> September, 2025 for further appointment of Mr. Bhautik Madeka as Whole time Director for a tenure of 05 years ending as on 12<sup>th</sup> March, 2031.

At the time of Approval of shareholders obtained on 29<sup>th</sup> September, 2025 the Remuneration proposed for Mr. Bhautik Madeka was Rs. 7,80,000/- (Rupees Seven Lakhs Eighty Thousand only) per month. However, taking into consideration of increased business responsibilities and non-increment of remuneration since one year, the Board of Directors, on recommendation of Nomination and Remuneration Committee, at its meeting held on 10<sup>th</sup> November, 2025, has approved its proposal to increase the remuneration of Mr. Bhautik Dayashankar Madeka to Rs. 14,00,000/- per month, subject to approval of shareholders, as set out in Resolution No. 2 of the Notice.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Bhautik Madeka, as Whole time Director, the Company has not profits/ inadequate profits, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being Item No. 2 of the Notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The Company shall fulfil the conditions as laid down in Section II of Part II of the Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 10<sup>th</sup> November, 2025 has already approved the above remuneration payable to Mr. Bhautik D Madeka, Whole time Director. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. (Criteria under Part II of Schedule V to the Companies Act, 2013).

The proposed revision in remuneration above is in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and hence approval of Central Government is not required to be taken.

Except for the above revision in salary, all other terms and conditions of his appointment as Whole time Director of the Company as approved by the Members of the company shall remain unchanged.

Considering Mr. Bhautik Madeka's experience in the industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and is put up for approval of members.

The Members are requested to pass the said resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Manesh Madeka and Mr. Mihir Madeka, his brother and relative, are in any way, concerned or interested in the said resolution.

The documents connected with Item No. 2 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off)

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**Statement containing the information as required under Section-II, Part-II of the Schedule V to the Companies Act, 2013**

I.	General Information		
1	Nature of Industry	Automobile Industry	
2	Date or expected date of commencement of commercial production	From the year 1978	
	In case of New companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
3	Financial performance based on indicators	Particulars	2024-25 (Amt. in Millions)
		Paid up Capital	272.33
		Reserves and Surplus	10,448.74
		Total Revenue from operations	11,832.66
		Total expenses	9,569.76
		Profit before tax	2,076.90
		Profit after tax	1,739.97
4	Foreign investments or collaborations, if any	Not Applicable	
II.	Information about the appointee:		
1	Background details	Mr. Bhautik Madeka has been on the board of the company since 2003. He is having valuable experience in the field of Production, Planning and Control.	
2	Past Remuneration	Rs. 7,80,000/- per month (Rupees Seven Lakhs Eighty Thousand only)	
3	Recognition or awards	No such awards received.	
4	Job Profile and his suitability	Mr. Bhautik Madeka is entrusted with responsibility of performing such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board	
5	Remuneration proposed	Rs. 14,00,000/- per month (Rupees Fourteen Lakhs only)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration is reasonable looking at the size of the company and also on various responsibilities shouldered on Mr. Bhautik Madeka and is as per Industry standards as compared to in similar industries.	
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any	Mr. Bhautik Madeka is Promoter of the company and is Brother of Mr. Manesh Madeka, Chairman & Managing Director of the company. Also he holds 2,36,96,060 equity shares in the company.	
III.	Other Information:		
1	Reasons of loss or inadequate profits	At present the company is earning profits	
2	Steps taken or proposed to be taken for improvement	The Company always makes best possible efforts to improve the margins.	

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3	Expected increase in productivity and profits in measurable terms	<b>It is difficult to predict profit in measurable terms.</b>
IV.	<b>Disclosure:</b>	
1	The remuneration package proposed to be given to Mr. Bhautik Madeka, Whole time Director is as per details given in resolution. There is severance fees or stock option in the case of the aforesaid Managerial Personnel.	

### **Item No. 3:**

Mr. Mihir Rupeshkumar Madeka is Whole time Director of the company. He has been associated with the company since its inception i.e. since 2003. Further, the first tenure of Mr. Mihir as Whole time Director after getting the company converted from Private Limited to Public Limited is getting over on 12<sup>th</sup> March, 2026. However, the Company got approval of its members in the Annual General Meeting held on 29<sup>th</sup> September, 2025 for further appointment of Mr. Mihir Madeka as Whole time Director for a tenure of 05 years ending as on 12<sup>th</sup> March, 2031.

At the time of Approval of shareholders obtained on 29<sup>th</sup> September, 2025 the Remuneration proposed for Mr. Mihir Madeka was Rs. 7,00,000/- (Rupees Seven Lakhs only) per month. However, taking into consideration of increased business responsibilities and non-increment of remuneration since one year, the Board of Directors, on recommendation of Nomination and Remuneration Committee, at its meeting held on 10<sup>th</sup> November, 2025, has approved its proposal to increase the remuneration of Mr. Mihir Rupeshkumar Madeka to Rs. 10,00,000/- per month, subject to approval of shareholders, as set out in Resolution No. 3 of the Notice.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Mihir Madeka, as Whole time Director, the Company has not profits/ inadequate profits, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being Item No. 3 of the Notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The Company shall fulfil the conditions as laid down in Section II of Part II of the Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 10<sup>th</sup> November, 2025 has already approved the above remuneration payable to Mr. Mihir R Madeka, Whole time Director. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. (Criteria under Part II of Schedule V to the Companies Act, 2013).

The proposed revision in remuneration above is in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and hence approval of Central Government is not required to be taken.

Except for the above revision in salary, all other terms and conditions of his appointment as Whole time Director of the Company as approved by the Members of the company shall remain unchanged.

Considering Mr. Mihir Madeka's experience in the industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and is put up for approval of members.

The Members are requested to pass the said resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Manesh Madeka and Mr. Bhautik Madeka, his relatives, are in any way, concerned or interested in the said resolution.

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

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**Statement containing the information as required under Section-II, Part-II of the Schedule V to the Companies Act, 2013**

I.	General Information		
1	Nature of Industry	Automobile Industry	
2	Date or expected date of commencement of commercial production	From the year 1978	
	In case of New companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
3	Financial performance based on indicators	Particulars	2024-25 (Amt. in Millions)
		Paid up Capital	272.33
		Reserves and Surplus	10,448.74
		Total Revenue from operations	11,832.66
		Total expenses	9,569.76
		Profit before tax	2,076.90
		Profit after tax	1,739.97
4	Foreign investments or collaborations, if any	Not Applicable	
II.	Information about the appointee:		
1	Background details	Mr. Mihir Madeka has been on the board of the company since 2003. He is having valuable experience in the field of Marketing and New Customer and Product Development.	
2	Past Remuneration	Rs. 7,00,000/- per month (Rupees Seven Lakhs only)	
3	Recognition or awards	No such awards received.	
4	Job Profile and his suitability	Mr. Mihir Madeka is entrusted with responsibility of performing such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board	
5	Remuneration proposed	Rs. 10,00,000/- per month (Rupees Ten Lakhs only)	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration is reasonable looking at the size of the company and also on various responsibilities shouldered on Mr. Mihir Madeka and is as per Industry standards as compared to in similar industries.	
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any	Mr. Mihir Madeka is member of Promoter Group of the company and is Relative of Mr. Manesh Madeka, Chairman & Managing Director & Mr. Bhautik Dayashankar Madeka, Whole time Director of the company. He holds 44,71,810 equity shares in the company.	

	<p style="text-align: center;"><b>ROLEX RINGS LIMITED</b>  [CIN: L28910GJ2003PLC041991]  <b>Regd. Office :-</b> BEHIND GLOWTECH PRIVATE LIMITED, GONDAL ROAD, KOTHARIA, RAJKOT  Phone: (281) 2782577 / 2782677  Email: <a href="mailto:compliance@rolexrings.com">compliance@rolexrings.com</a> website: <a href="http://www.rolexrings.com">www.rolexrings.com</a></p>
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<b>III.</b>	<b>Other Information:</b>	
<b>1</b>	Reasons of loss or inadequate profits	<b>At present the company is earning profits</b>
<b>2</b>	Steps taken or proposed to be taken for improvement	<b>The Company always makes best possible efforts to improve the margins.</b>
<b>3</b>	Expected increase in productivity and profits in measurable terms	<b>It is difficult to predict profit in measurable terms.</b>
<b>I.</b>	<b>Disclosure:</b>	
<b>1</b>	The remuneration package proposed to be given to Mr. Mihir Madeka, Whole time Director is as per details given in resolution. There is severance fees or stock option in the case of the aforesaid Managerial Personnel.	

#### **Item No. 4:**

The Company had received request letter from Mr. Hemal Paresh Madeka and Mr. Sanjay Bhagwanji Bole, belonging to Promoter and Promoter Group of the company for re-classification of their shareholding from the 'Promoter and Promoter Group category' to 'Public category' in accordance with Regulation 31A of the Listing Regulations as amended.

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

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid promoters, had confirmed that they along with person related to them:

- Do not, together, hold more than 10% of the voting rights of the company;
- Do not exercise control over the affairs of the company directly or indirectly;
- Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- Is not represented on the Board (including not having a nominee director) of the company;
- Is not acting as Key Managerial Personnel in the Company;
- Is not 'wilful defaulter' as per the Reserve Bank of India Guidelines and;
- Is not fugitive economic offender.

Further, the promoters seeking re-classification has also affirmed to comply with the conditions prescribed in Regulation 31A of Listing Regulations, at all times.

The above-mentioned the Outgoing Promoter Group Shareholders has further confirmed that they are neither a 'wilful defaulter' as per the Reserve Bank of India Guidelines nor a fugitive economic offender.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company had analysed request/s in accordance with Regulation 31A of Listing Regulations. Accordingly, after detailed discussion and on the basis of the rationale and the confirmation from Mr. Hemal Paresh Madeka and Mr. Sanjay Bhagwanji Bole in their respective request letters, the Board of Directors of the Company in their meeting dated 10<sup>th</sup> November, 2025 have given their views and approved the application to re-classify the shareholding from "Promoter and Promoter Group category" to "Public category" and remove the name from "Promoter and Promoter Group category" of the Company based on



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the request letters received from applicants, subject to requisite approvals from various statutory authorities in compliance with applicable laws and regulations.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by Stock Exchanges and does not have any outstanding dues to the SEBI, the Stock Exchanges or the depositories.

In accordance with Regulation 31A(3) of the Listing Regulations, the reclassification of status of a shareholder having more than one percent of the total voting rights in the Company, from the 'promoter and promoter group category' to 'Public category' inter alia requires approval of the members of the company by way of an Ordinary Resolution. Therefore, the Board of Directors of the Company recommends passing of the resolution as an Ordinary Resolution.

Further, the promoter/promoter group seeking reclassification and persons related to him shall not vote to approve such reclassification request.

None of the Directors, Key Managerial personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of their shareholding, if any, in the Company in the said resolution.

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

**Date: 27/01/2026**

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

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