



GROVER JEWELLS™

LIMITED
(FORMERLY KNOWN AS GROVER CHAIN PRIVATE LIMITED)

Trusted Name in Gold Chains, Casting and Italian Jewellery
CIN :-L36910DL2021PLC388184 www.groverjewells.com



Date: 11.05.2026

To
The Manager-Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex Bandra (E),
Mumbai - 400051.

NSE SYMBOL: GJL | ISIN: INE1TY801010

Sub: Intimation of Notice of Postal Ballot under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Please find enclosed the postal ballot notice, together with the explanatory statements thereto, seeking consent of the members through voting by electronic means (e-voting) to transact the business as set out in the Postal Ballot Notice dated 11th March, 2026:

Item No.	Type of Resolution	Description of Resolution
1	Special	To consider and approve the increase the borrowing powers of the Company under section 180(1)(c) of the Companies Act, 2013
2	Special	To consider and approve the increase the overall limit of maximum managerial remuneration payable to all the Directors of the Company
3	Special	To Consider and approve the increase the remuneration of Mr. Deepak Kumar Grover (DIN:09357414) Managing Director of the Company
4	Special	To Consider and approve the increase the remuneration of Mr. Lavkesh Kumar Grover (DIN:09357415) Director of the Company

The details of e-voting schedule are as follows:

S.No	Particulars	Date	Time
1	Cut-off date for determining the members eligible for e-voting/postal ballot	01.05.2026	
2	Date of dispatch of the postal ballot notice through e-mail	11.05.2026	
3	Date and time of commencement of remote e-voting/postal ballot	12.05.2026	09:00 A.M.
4	Date and time of the closure of remote e-voting/postal ballot (Remote e-voting facility will be disabled beyond this date and time)	10.06.2026	05:00 P.M.
5.	Scrutinizer Report for the Remote e-voting	12.06.2026	

Registered & Corporate Office Address

Unit 110-118, 1st Floor, KLJ Tower North, Netaji Subhash Place, Pitampura, New Delhi-110034.
Contact Details: +91- 9899996016, 011-49936016, Email: info@groverjewells.com



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Kindly take the above information on your records.

Thanking You,

Yours Faithfully,

For Grover Jewells Limited
(Formerly known as “Grover Chain Private Limited”)

DEEPAK
KUMAR
GROVER

Digitally signed by
DEEPAK KUMAR
GROVER
Date: 2026.05.11
18:12:16 +05'30'



Deepak Kumar Grover
Managing Director
DIN: 09357414

Registered & Corporate Office Address

Unit 110-118, 1st Floor, KLJ Tower North, Netaji Subhash Place, Pitampura, New Delhi-110034.

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NOTICE OF POSTAL BALLOT

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

VOTING STARTS ON	VOTING ENDS ON
12 th May 2026, 09:00 A.M. (IST)	10 th June, 2026, 05:00 P.M. (IST)

To The Member(s),
Grover Jewells Limited
(Formerly known as, Grover Chain Private Limited)

NOTICE is hereby given to the Members of Grover Jewells Limited (Formerly known as "Grover Chain Private Limited") ('the Company'), pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rule 20 and Rule 22 of Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars") and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), read with equity listing agreement executed with the stock exchange on which the equity share of the Company listed, to transact the special business as set out hereunder by passing Ordinary/Special Resolution by way of postal ballot through remote e-voting. Further details are set out in this Notice.

This Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the List of Beneficial Owners as on Friday, May 01, 2026 ('Cut-off Date') as received from Maashitla Securities Private Limited, the Registrar and Share Transfer Agent ("RTA") of the Company and whose e-mail addresses are registered with the Depositories. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2, and MCA circulars the Company is require to provide e-voting facility to its Members, to enable them to cast their votes electronically and no physical ballot form is being dispatched by the Company. The

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detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL") for facilitating e-voting. The Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act and rules, pertaining to the resolutions setting out the material facts and reasons thereof, is appended for your consideration and forms integral part of this Postal Ballot Notice.

The Board of Directors of the Company at its meeting held on Tuesday May 05, 2026 has appointed Mr. Avnish Sharma, (COP: 23167) Partner, at M/s. Avnish Sharma & Associates, Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot/ remote e-voting process in a fair and transparent manner.

Notice of the Postal Ballot will also be available on the Company's website, website of National Stock Exchange (NSE) and on the website of CDSL. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The time schedule and details of remote e-voting as follows:

S.No.	Particulars	Date and/or Time
1.	EVSN (E-voting Sequence Number)	EVSN260511006
1	Cut-off date for members/shareholders	May 01, 2026
2	Commencement of Remote e-voting	12 th May, 2026
3	End of Remote e-voting	10 th June, 2026
4	Last Date of Remote e-voting	10 th June, 2026
5	Declaration of Results of remote e-voting	12 th June, 2026

The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for remote e-voting by the requisite majority of Members by means of Postal Ballot, i.e. May 1, 2026.

The Scrutinizer will submit the report to the Managing Director of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast. The result of the Postal Ballot will be announced on or before June 12, 2026.

The results of the postal ballot (including voting through electronic means) along with the Scrutinizer's report will be made available on the website of the Company and intimated to the stock exchange (NSE), where the shares of the Company are listed.

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SPECIAL BUSINESS:

ITEM No. 1

Approval to increase the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 179(3)(d), 180(1)(c) and any other applicable provisions of Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in suppression of the special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on 04.08.2025 the consent of the members of the Company, be and is hereby accorded to borrow, from time to time, any sum(s) of monies (exclusive of interest) on such terms and subject to conditions, together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company’s bankers in the ordinary course of business] may exceed Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) (exceeding the aggregate of Paid-up share capital and Free Reserve and Securities Premium Account), as the Board of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons or individuals, firms, companies/bodies corporate, financial institutions, financial lenders, institutional or non-institutional investor(s), mutual funds, pension funds, alternate investment funds, venture capital funds, any other funds, insurance companies, and/ or any entity/entities or authority/authorities, any one or more than one; whether in India or abroad, and whether by way of cash credit, letter of credit, advance or deposits, loans or bill discounting, issue of debentures/bonds or any debt securities, commercial papers, long/short term loans, Working Capital Demand loan or suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, External Commercial Borrowing or commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise; and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or encumbrance from time to time of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company both present and future. Provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only).

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RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM No. 2

Approval to increase the overall limit of maximum Managerial Remuneration payable to all the Directors of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder along with SEBI Regulations to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.) in suppression of the resolution passed by the members of the Company at the Extra Ordinary General Meeting held on 04.08.2025 and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of members of the Company be and is hereby accorded to fix the overall limit of maximum managerial remuneration payable to all the Directors, including Managing Director and Whole-time Director of the Company as mentioned below in respect of any financial year upto Rs. 7,00,00,000/- (Rupees Seven Crore only) per annum which may exceed from the limit (in excess of 11% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act).

- i. To the Managing Director and Whole-time Director upto Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum, as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of ₹ 7,00,00,000 (Rupees Seven Crore Only) per annum as aforesaid;
- ii. To the other Directors other than Managing Director and Whole-time Director, upto Rs. 2,00,00,000/- (Rupees Two Crore only) per annum, as may be decided by the Board from time to time, within the overall maximum limit of ₹ 7,00,00,000 (Rupees Seven Crore only) per annum as mentioned above.

RESOLVED FURTHER THAT the any Director of the Company (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and

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settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file the necessary e-forms with the Registrar of Companies, Delhi-II and to do all acts, deeds, and things as may be necessary in this regard.”

ITEM No. 3

To increase the remuneration of Mr. Deepak Kumar Grover (DIN: 09357414) Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203 read with provisions of Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and as per recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for revision in the managerial remuneration of Mr. Deepak Kumar Grover (DIN: 09357414), Managing Director of the Company upto Rs. 5,00,00,000/- (Rupees Five Crore only) per annum including all perquisites, facilities etc. with effect from 1st May, 2026, unless and until revised.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Deepak Kumar Grover (DIN: 09357414), Managing Director as the minimum remuneration in accordance with the requirements as laid down under Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded to authorize the Board jointly or severally to negotiate, finalise, vary, modify and execute all such agreements, documents, instruments and writings as deemed necessary and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

ITEM No. 4

To increase the remuneration of Mr. Lavkesh Kumar Grover (DIN: 09357415) Director of the Company:



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To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with provisions of Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and as per recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for revision in the managerial remuneration of Mr. Lavkesh Kumar Grover (DIN: 09357415), Executive Director of the Company upto Rs. 2,00,00,000/- (Rupees Two Crore only) per annum including all perquisites, facilities etc. with effect from 1st May, 2026, unless and until revised.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Lavkesh Kumar Grover (DIN: 09357415), Executive Director as the minimum remuneration in accordance with the requirements as laid down under Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded to authorise the Board jointly or severally to negotiate, finalise, vary, modify and execute all such agreements, documents, instruments and writings as deemed necessary and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

For, Grover Jewells Limited
(Formerly known as, Grover Chain Private Limited)

Sd/-
Mr. Deepak Kumar Grover
Managing Director
DIN: 09357414

Date: 11.05.2026
Place: New Delhi

Registered & Corporate Office Address

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Act read with Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on ('Cut-off date') and whose e-mail IDs are registered with the Depository Participant/s. Therefore, those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given in the e voting instructions
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable Rules, the Company is pleased to offer remote e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of Central Depository Securities (India) Limited ("CDSL") for facilitating remote e-voting to enable the shareholders to cast their votes electronically.
4. A copy of Postal Ballot Notice will also be available on the Company's website at www.groverjewells.com, website of the Stock Exchanges i.e. NSE Limited (NSE) at www.nseindia.com and on the website of our e-voting agency i.e., CDSL.
5. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee, to Members from the date of circulation of the Postal Ballot Notice till the last date of remote e-voting. Members seeking to inspect such documents can send an email to cs@groverjewells.com mentioning their names, DP ID and Client ID.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, May 01, 2026. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
7. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on a Postal Ballot.
8. 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 sent 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@cdsl.com or Issuer / RTA.
9. The e-Voting will commence on Tuesday, May 12, 2026 at 9:00 AM (IST) and ends on Wednesday, June 10, 2026 at 5:00 PM (IST) (both days inclusive). During this period,

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members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time. Therefore, Members are requested to cast their vote through the e-Voting process not later than 5:00 p.m. IST on May 1, 2026, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

10. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
12. The Scrutinizer will submit his report to the Managing Director of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than June 12, 2026. The Managing Director or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 p.m. (IST) June 12, 2026, in accordance with the regulatory provisions.
13. Resolution passed by shareholders with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
14. The results along with the Scrutinizer's Report would be intimated to NSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the website of Company www.groverjewells.com, on the website of RTA www.maashitla.com and on the website of CDSL www.evotingindia.com

PROCEDURE FOR REMOTE E-VOTING

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on May 12, 2026 at 9.00 A.M (IST) and ends on June 12, 2026 till 05.00 P.M (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (May 01, 2026) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

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- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting</p>

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	<p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting</p>

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	<p>service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password

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Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@groverjewells.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTIONS 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

APPROVAL TO INCREASE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

The Members are hereby informed that As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves and Securities Premium Account apart from temporary loans obtained from the Company's bankers in the ordinary course of business. It is proposed to increase the borrowing limit upto Rs. 500 Crore (Rupees Five Hundred Crore only) considering the business operational requirements.

This resolution if passed, will supersede the earlier resolution passed for this purpose.

It is thereby proposed to sought the consent of members to the said resolution in order to enable the Company to borrow money, within the limit as set out above.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Postal Ballot Notice to the members for approval.

Item No. 2.

TO INCREASE THE OVERALL LIMIT OF MAXIMUM MANAGERIAL REMUNERATION PAYABLE TO ALL THE DIRECTORS OF THE COMPANY

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a Public Company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of Net Profits of that Company for that financial year computed as per provisions of Section 198 of the Act.

However, as per the Act, Company may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with

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the approval of the Members of the Company in General Meeting by way of Special Resolution.

It is proposed to revise the overall managerial remuneration limits payable to the Directors of the Company considering the Company's outstanding performance and the significant achievements recorded during the financial year 2025-26 under the leadership and guidance of its executive directors.

Except the change in overall limit of maximum remuneration as proposed in the relevant resolution(s), all other terms and conditions of the appointment/re-appointment of Managing Director, Whole-time Director and other Directors, approved by the Members shall remain unchanged.

All Directors and their relatives except Mr. Ayush Garg and Tanishq Gakhar are interested or concerned, financially or otherwise, in the Item No.2 as set out in the accompanying Postal Ballot notice. Except above, no other Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the Item No. 2 of the accompanying Postal Ballot notice.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Postal Ballot Notice to the members for approval.

Item No.3

TO INCREASE THE REMUNERATION OF MR. DEEPAK KUMAR GROVER (DIN: 09357414) MANAGING DIRECTOR OF THE COMPANY:

The members are informed that pursuant to provisions of Articles of Association of the Company and as per recommendation of Nomination and Remuneration Committee, the Board has considered and approved the revision in the managerial remuneration of Mr. Deepak Kumar Grover (DIN: 09357414), Managing Director of the Company. The Management is of the opinion that with the growth of the Company, the leadership of the Company shall also be awarded and hence as a token of appreciation for the hard work of Mr. Deepak Kumar Grover, the Management of the Company decided to revise the Managerial Remuneration, subject to the approval of the Members of the Company. Accordingly, it is proposed to obtain the consent of the members of the Company for revision in the managerial remuneration of Mr. Deepak Kumar Grover (DIN: 09357414), Managing Director of the Company upto Rs. 5,00,00,000/- (Rupees Five crore only) per annum with effect from May 01, 2026 unless and until revised.

The aforesaid increase in remuneration may be treated as the variation in the written memorandum setting out the appointment of Mr. Deepak Kumar Grover. The matter has been placed before the shareholders by way of resolution for their approval and the necessary disclosures as required have been disclosed.

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The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Postal Ballot Notice to the members for approval.

None of the promoters, directors, key managerial personnel and their relatives except Mr. Deepak Kumar Grover, Managing Director, Mr. Lavkesh Kumar Grover and Ms. Bhawna Grover, and their relatives, are considered to be concerned or interested, financially or otherwise, in the passing of above resolution.

Item No.4

TO INCREASE THE REMUNERATION OF MR. LAVKESH KUMAR GROVER (DIN: 09357415) EXECUTIVE DIRECTOR OF THE COMPANY:

The members are informed that pursuant to provisions of Articles of Association of the Company and as per recommendation of Nomination and Remuneration Committee, the Board has considered and approved the revision in the managerial remuneration of Mr. Lavkesh Kumar Grover (DIN: 09357415), Executive Director of the Company. The Management is of the opinion that with the growth of the Company, the leadership of the Company shall also be awarded and hence as a token of appreciation for the hard work of Mr. Lavkesh Kumar Grover, the Management of the Company decided to revise the Managerial Remuneration, subject to the approval of the Members of the Company. Accordingly, it is proposed to obtain the consent of the members of the Company for revision in the managerial remuneration of Mr. Lavkesh Kumar Grover (DIN: 09357415), Executive Director of the Company upto Rs. 2,00,00,000/- (Rupees Two crore only) per annum with effect from May 01, 2026 unless and until revised.

The aforesaid increase in remuneration may be treated as the variation in the written memorandum setting out the appointment of Mr. Lavkesh Kumar Grover. The matter has been placed before the shareholders by way of resolution for their approval and the necessary disclosures as required have been disclosed.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Postal Ballot Notice to the members for approval. None of the promoters, directors, key managerial personnel and their relatives except Mr. Deepak Kumar Grover, Managing Director, and Mr. Lavkesh Kumar Grover and their relatives, are considered to be concerned or interested, financially or otherwise, in the passing of above resolution

For, Grover Jewells Limited
(Formerly known as, Grover Chain Private Limited)

Sd/-

Mr. Deepak Kumar Grover
Managing Director
DIN: 09357414

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