

**RBZ<sup>®</sup>**  
**JEWELLERS LTD.**  
(Formerly Known as RBZ Jewellers Pvt. Ltd.)

02<sup>nd</sup> September 2025

To,  
Department of Corporate Services  
**BSE Limited,**  
P J Towers, Dalal Street,  
Mumbai - 400 001

To,  
Listing Department  
**National Stock Exchange of India Limited,**  
Exchange Plaza, 5th Floor Plot No. C/1,  
G. Block Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Security Code: 544060**  
**Security ID: RBZJEWEL**

**Symbol: RBZJEWEL**

**Sub: Annual Report – 2024-25 & Notice of 17<sup>th</sup> Annual General Meeting**

We submit herewith the notice of the 17<sup>th</sup> Annual general meeting notice of the company to be held on Thursday, 25<sup>th</sup> September 2025 at 11.00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) along with instructions for e-voting.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) 2015, we enclose herewith Annual Report for the FY 2024-25 and notice of 17<sup>th</sup> AGM of the Company. The said Notice are being sent to the shareholders through email and have been uploaded on the website of the Company at: [RBZ Jewellers Ltd. | Corporate Announcement](#)

The “cut-off date” for determining eligibility of shareholders for remote e-voting/e-voting at AGM and for attending AGM is fixed as 19<sup>th</sup> September 2025. The remote e-voting period shall commence from 22<sup>nd</sup> September 2025 (9:00 A.M.) and end on 24<sup>th</sup> September 2025 (5:00 P.M.). The detailed instruction with regard to the remote e-voting/e-voting at AGM and procedure for attending AGM is provided in the notice of AGM which are being sent to shareholders and submitted to stock exchanges.

We request you to kindly take note of the above in your record.

Thank you,

**For, RBZ Jewellers Limited**



**Heli Garala**  
**Company Secretary & Compliance Officer**  
**ACS 49256**

# NOTICE

**Notice** is hereby given that the Seventeenth (17<sup>th</sup>) Annual General Meeting (the "AGM"/"Meeting") of the members of **RBZ JEWELLERS LIMITED** (CIN: L36910GJ2008PLC053586) (**the "Company"**) will be held on Thursday, 25<sup>th</sup> September, 2025 at 11.00 A.M. (IST) through Video Conferencing (VC/other Audio Visual Means (OAVM)), at the registered office of the Company situated at Block-D, Mondeal Retail Park, Near Rajpath Club, S.G. Highway, Beside Iscon Mall, Ahmedabad – 380054 Gujarat, India, which shall be the deemed venue for the Meeting to transact the Company's following business: -

## **ORDINARY BUSINESS: -**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2025, the Auditors' Report thereon and the Board of Directors' Report of the Company for the financial year 2024-25 and in this regard, to consider and if deem fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended March 31, 2025, the Auditors' Report thereon and the Board of Directors' Report of the Company for the financial year 2024-25, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appointment a Director in place Mr. Harit Rajendrakumar Zaveri (DIN: 02022111) of who retiring by rotation.**

To appoint a director in the place of Mr. Harit Rajendrakumar Zaveri (DIN: 02022111), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment and in this regard, to consider and if deem fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with rules made thereunder, Mr. Harit Rajendrakumar Zaveri (DIN: 02022111), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## **SPECIAL BUSINESS: -**

- 3. To appoint Secretarial Auditor of the Company for the first term of five years and in this regard, to consider and if deem fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

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

**"RESOLVED THAT** pursuant to provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and provisions of section 204 and other applicable provisions of the Companies Act 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended or re-enacted from time to time) and based on the recommendation of the Audit Committee, M/s. Vasant Patel & Associates, Practising Company Secretaries (CP No. 3848, Firm Registration No. S2011GJ150600, Peer Review No. 1567/2021), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive (5) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company for the period from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 on such terms and conditions including remuneration as may be mutually agreed upon between Mr. Harit Rajendrakumar Zaveri (Joint Managing Director & CFO and the Secretarial Auditors).

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board), of the Company be and is hereby authorised to take all actions and

do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**4. To and, if thought fit, approve the appointment of Mr. Rajiv Nitin Mehta (DIN: 00697109) as an Independent Director (Non-Executive) of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Rajiv Nitin Mehta (DIN: 00697109), who was appointed as an Independent Director of the Company for a term of 2 (Two) consecutive years commencing from 30<sup>th</sup> June, 2025 to 29<sup>th</sup> June, 2027 and who being eligible for appointment as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation. .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution in the best interest of the Company.”

**Reg Office:**

BLOCK-D, MONDEAL RETAIL PARK,  
NEAR RAJPATH CLUB, S.G. HIGHWAY,  
BESIDE ISCON MALL, AHMEDABAD-380054,  
INDIA, GUJARAT.

**By order of the Board of Directors,**

**For, RBZ JEWELLERS LIMITED**

**Date:12<sup>th</sup> August 2025**

**Place: Ahmedabad**

**Heli Akash Garala**

Company Secretary & Compliance Officer

Membership No. ACS 49256

## ANNEXURE -1 TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the General Meeting in pursuance of provisions of the Companies Act, 2013 and Secretarial Standard 2 on General Meeting.

Name of the Director	Harit Rajendrakumar Zaveri
DIN	02022111
Date of Birth	18 <sup>th</sup> March 1989
Nationality	Indian
Date of first appointment on the Board	April 15, 2008
Brief Profile	<p>Mr. Harit Rajendrakumar Zaveri, is a Joint Managing Director of the company. Holding diplomas in Graduate Gemologist, Graduate Diamonds and Graduate Colored Stones from the Gemological Institute of America, he brings a unique blend of expertise in both the jewellery industry and financial management. He has been associated with the Company since its incorporation and has been the driving force behind the growth of the Company. He has more than eighteen (18) years of experience in jewellery industry and brings both strategic leadership and operational insights to the table.</p> <p>He has a proven track record in managing business operations, corporate governance, and driving sustained growth. As Joint Managing Director of RBZ Jewellers Limited, he has successfully handled financial operations, improved business processes, and supported the company's expansion. His hands-on approach has helped to shape the company's strategic direction, ensuring that RBZ Jewellers remain competitive and financially sound.</p>
Date of Appointment on the Board	April 15, 2008 (Appointed as Joint Managing Director for a period of five (5) years with effect from April 1, 2023)
Qualification	Diplomas in Gemology and Diamonds from the Gemological Institute of America
Experience	18 years of experience in the jewellery industry
List of Directorship in other Companies	Nil
Chairmanship/ Membership of Committees of other Companies in which he/she is a Director	Nil
Number of Meetings of the Board attended during the year.	07 Meeting
Shareholding in the company	14699325 equity shares as on the date of this notice.
Relationship with other Directors, KMPs	He is a Son of Mr. Rajendrakumar Zaveri, Chairman & Managing Director of the company. Apart from that there is no relationship with any KMP of the company.

## ANNEXURE -2 TO THE NOTICE

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr. No	Particular	Details
1	Proposed Secretarial Auditors	The Board at its meeting held on 12 <sup>th</sup> August 2025, recommended the appointment of M/s. Vasant Patel & Associates, Practicing Company Secretaries to the Members of the Company.
2	Basis of Recommendation	The following criteria inter alia were considered for evaluation of Practicing Company Secretary firms capable of conducting audit of the Company:- a. background of the firm, their experience and past associations in handling secretarial audit of listed companies; b. competence of the leadership and the audit team in conducting secretarial audit of the Company in the past as well as of other listed companies; and c. ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company.
3	Credentials (Brief profile) of Proposed Secretarial Auditor	M/s. Vasant Patel & Associates is a firm of Company Secretaries in Practice and holding Peer Review Certificate No. 1567/2021 issued by the Peer Review Board of the Institute of Company Secretaries of India. M/s. Vasant Patel & Associates", a Proprietorship firm of Company Secretaries in practice established in May, 2001. The firm provides secretarial services in the matter of Company Laws and Secretarial matters, Corporate Laws, FEMA, RBI, Secretarial Audits, Statutory compliance under SEBI regulations, Stock Exchange Listing Agreements, Accounts, Finance and other related acts. The Firm has qualified and experienced staff and professionals to provide efficient services to the clients.
4	Terms of Appointment	Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 22 <sup>nd</sup> Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2030; i.e. to conduct Secretarial Audit from the Financial Year April 01, 2025 to Financial Year ended March 31, 2030.
5	Proposed Fees	Remuneration as may be mutually agreed upon between Mr. Harit Rajendrakumar Zaveri (Joint Managing Director & CFO) of the Company and the Secretarial Auditors.

## ANNEXURE -3 TO THE NOTICE

Details of Directors seeking appointment/reappointment at the General Meeting in pursuance of provisions of the Companies Act, 2013.

Name of the Director	Mr. Rajiv Nitin Mehta
Brief Profile	<p>Mr. Rajiv Nitin Mehta is Appointed as Additional Director (Non-Executive Independent Director) of our Company. He is a seasoned business leader with 20+ years of experience across consumer brands, retail, venture capital, and corporate governance. He holds a master's in chemical engineering and an MBA from INSEAD, France/Singapore.</p> <p>He led Puma South Asia as MD, scaling it to 320+ stores, and later served as CEO of Arvind Sports Ltd and Arvind Fashion Brands Ltd, launching premium brands with icons like Sachin Tendulkar and Akshay Kumar. As CEO of Stove Kraft Ltd, he drove a turnaround and led its successful IPO in 2021.</p> <p>Currently, he is Managing Director &amp; General Partner at Athera Venture Partners, and an active angel investor with Indian Angel Network. He also serves as Director at ID Fresh Food, Unicorn Contractors, Kan DFY Sports, and as Designated Partner at Vortis Advisors LLP and Vortis Sponsors LLP.</p>
DIN	00697109
Date of Birth	18/04/1978
Nationality	Indian
Date of Appointment on the Board	30/06/2025
Qualification	Holds a master's in chemical engineering and an MBA from INSEAD, France/Singapore
List of Directorship in other Companies	<ol style="list-style-type: none"> <li>1) KAN DFY Sports Private Limited</li> <li>2) Unicorn Contractors And Developers Private Limited</li> <li>3) ID Fresh Food (I) Pvt Ltd</li> <li>4) VORTIS ADVISORS LLP</li> <li>5) VORTIS SPONSOR LLP</li> </ol>
Chairmanship/ Membership of Committees of other Companies in which he/she is a Director	Nil
Shareholding in RBZ Jewellers Limited as on Date	Nil
Relationship with other Directors, KMPs	Nil
Number of meetings of the Board attended during the financial year (2024-2025)	Nil
Listed entities from which director has resigned in past 3 years	1) STOVE KRAFT LIMITED

# STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

## ITEM NO. 3: APPOINTMENT OF SECRETARIAL AUDITOR.

In terms of amended Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated December 12, 2024, every listed entity is required to appoint Secretarial Auditors for a period of 5 (five) consecutive financial years to undertake secretarial audit.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August 2025 have approved subject to approval of Members, appointment of M/s. Vasant Patel & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review Certificate No. 1567/2021) as Secretarial Auditors for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030 for a fee as may be mutually agreed upon between Mr. Harit Rajendrakumar Zaveri (Joint Managing Director & CFO) of the Company and the Secretarial Auditors..

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are in Annexure 2.

None of the directors or key managerial personnel of the Company and/ or their respective relatives are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members as an ordinary resolution.

## ITEM NO: 4 APPOINTMENT OF MR. RAJIV NITIN MEHTA (DIN: 00697109) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

Mr. Rajiv Nitin Mehta (DIN: 00697109) was appointed as an Additional Director of the Company by the Board of Directors in the capacity Non-Executive Independent Director with effect from 30<sup>th</sup> June 2025. In terms of provisions of section 161 of Companies Act, 2013 ("the 'Act'"), Mr. Rajiv Nitin Mehta holds office as an Additional Director of the Company up to the date of the ensuing Annual General Meeting of the company.

Mr. Rajiv Nitin Mehta is a master's in chemical engineering and an MBA from INSEAD, France/Singapore, having rich and varied experience and exposure in the areas of consumer brands, retail, venture capital, and corporate governance. He led Puma South Asia as MD, scaling it to 320+ stores, and later served as CEO of Arvind Sports Ltd and Arvind Fashion Brands Ltd, launching premium brands with icons like Sachin Tendulkar and Akshay Kumar. As CEO of Stove Kraft Ltd, he drove a turnaround and led its successful IPO in 2021.

Considering rich experience and expertise, the Board is of the opinion that Mr. Rajiv Nitin Mehta continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Rajiv Nitin Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company

The Company has also received declaration from Mr. Rajiv Nitin Mehta, that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

Section 150(2) of the Companies Act 2013 states that the appointment of the Independent Director shall be approved by the Company in its General Meeting.

In compliance with the provisions of sections 149, 150, 152, 160 and 161 read with Schedule IV to the Act, the approval of members by way as special resolution as set out at Item No.4 is being sought for the appointment of Mr. Rajiv Nitin Mehta as Independent Director of the Company. Further, Mr. Rajiv Nitin Mehta, being an Independent Director, shall not be liable to retire by rotation.

The terms and conditions of his appointment shall be open for inspection by the members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 5.00 p.m. up to the date of the meeting.

The Board of Directors recommends the special resolution set out at Item No. 4 of the Notice for approval by the Members.

Justification for his appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice by way of Annexure-3

Except Mr. Rajiv Nitin Mehta, being appointee, none of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution. The Board recommends the resolution for approval of the members.

**Reg Office:**

BLOCK-D, MONDEAL RETAIL PARK,  
NEAR RAJPATH CLUB, S.G. HIGHWAY,  
BESIDE ISCON MALL, AHMEDABAD-380054,  
INDIA, GUJARAT.

**By order of the Board of Directors,**

**For, RBZ JEWELLERS LIMITED**

**Date: 12<sup>th</sup> August 2025**

**Place: Ahmedabad**

**Heli Akash Garala**

Company Secretary & Compliance Officer

Membership No. ACS 49256

**NOTES: -**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to relevant Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of Ordinary Business to be transacted at the meeting as set out at the item No. 3 & 4 of the accompanying notice is annexed hereto.
2. A statement providing additional details/profile of the Directors seeking appointment and re-appointment as set out in the Notice is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
4. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM will be the registered office of the Company at Block - D, Mondeal Retail Park, Near Rajpath Club, Beside Iscon Mall, S. G. Highway, Ahmedabad-380054, Gujarat, India. Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
5. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for the AGM as per section 103 of the Companies Act, 2013.
6. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be

transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

8. In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report for the F.Y. 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. The Notice can also be accessed from the websites of the Company i.e. <https://rbzjewellers.com> as well as from the website of Stock Exchanges where Company is listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com>.
10. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars and SEBI Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. Pursuant to Section 113 of the Act, the Institutional/ Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy (pdf/jpeg format) of the Board resolution or governing body resolution/authorization etc. authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the NSDL by email at [evoting@nsdl.com](mailto:evoting@nsdl.com) with a copy marked to [cs@rbzjewellers.com](mailto:cs@rbzjewellers.com).
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
13. **REGISTRATION OF EMAIL ADDRESSES** – Eligible members who have not registered their e-mail addresses are requested to register the same with their Depository Participant ('DP'), if the shares are held in demat form and members holding shares in physical form are requested to provide the same to the Registrar and Transfer Agent.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA.
15. Nomination: As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are advised to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent – Bigshare service Private Limited.
18. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are

requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agent, M/s. Bigshare Services Private Limited for assistance in this regard. In view of the above, members are advised to dematerialize shares held by them in physical form.

19. Members seeking any information about the financial statements or any other matter to be placed at the AGM are requested to write to the Company at least 10 days before the Meeting. The same will be replied by the Company suitably.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investor@rbzjewellers.com](mailto:investor@rbzjewellers.com).
21. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING) AND OTHER INSTRUCTIONS RELATING THERETO ARE AS UNDER:**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
- III. **Mr. Vasant B Patel, Company Secretary**, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
- IV. The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website <https://rbzjewellers.com/corporate-announcement/>.
- V. Voting rights of the Members for voting through remote e- Voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, the 19<sup>th</sup> September 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the AGM.
- VI. The remote e-Voting facility will be available during the following period:**
  - a) Commencement of remote e-Voting: 9.00 A.M. (IST) on Monday, 22<sup>nd</sup> September 2025
  - b) End of remote e-Voting: 5.00 P.M. (IST) on Wednesday, 24<sup>th</sup> September 2025
  - c) The remote e-Voting will not be allowed beyond the aforesaid date and time, and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
- VII. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- Voting system during the AGM.
- VIII. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

## PROCESS AND MANNER FOR REMOTE E-VOTING:

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.-**

**How to Log in to NSDL e-Voting Website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

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

### General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@rbzjewellers.com](mailto:investor@rbzjewellers.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([info@rbzjewellers.com](mailto:info@rbzjewellers.com)). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at 022-4886 7000.
6. Members seeking any information with regard to the annual accounts for financial year 2024-25 or any business to be dealt at the AGM, are requested to send e-mail on [investor@rbzjewellers.com](mailto:investor@rbzjewellers.com) on or before Thursday, the 11<sup>th</sup> September 2025 along with their name, DP ID and Client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably.
7. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number, PAN and mobile number at [investor@rbzjewellers.com](mailto:investor@rbzjewellers.com) on or before Thursday, the 18<sup>th</sup> September 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.