UDAY
House Of Gemstone Jewellery

Date: 05-09-2026

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai – 400001.

Re: Notice Convening the 27th Annual General Meeting on Monday 28th September 2026.

Ref: Scrip Code: 539518

Dear Sir/ Madam,

The 27th Annual General Meeting (AGM) of the Company will be held on Monday, 28th day of September, 2026 at 12:30 P.M **(IST) through Video Conferencing (VC)/ Other Audio -Visual Means (OAVM).**

1. Pursuant to Regulation 44 of Listing Regulations, the Company has provided facility to vote by electronic means (remote e-voting) on all resolutions as set out in the notice of Annual General Meeting (AGM) to those members, who are holding shares either in physical or in electronic form as on the **cutoff date i.e., 21st September, 2026.** The remote e-voting will commence on Friday,25th September, 2026 at 9.00 AM and ends on Sunday, 27th September, 2026 at 05:00 PM.

2. The Register of Members and the Share Transfer books will remain closed from Tuesday, 22nd Day of September, 2026 till Monday, 28th Day of September, 2026 (both days inclusive)

3. The members who have registered their email id, have been sent the Notice of the 27th AGM, evoting instructions, Annual Report along with Annual Financial Statements for the Financial Year 2025-26 through email. The members who have not registered their email id are being sent the required documents for the financial year 2025-26 and the same may be accessed from the website of the Company at www.udayjewellery.com

4. Notice of 27th AGM along with e-voting instructions and the Annual Report for the Financial Year 2025-26 have been enclosed hereunder.

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Kindly take the above information on your records.

Thanking You,
Yours Truly,
For UDAY JEWELLERY INDUSTRIES LIMITED

SANJAY KUMAR SANGHI
Digitally signed by SANJAY KUMAR SANGHI
Date: 2026.09.05 17:32:17 +05'30'

(SANJAY KUMAR SANGHI)
Managing Director – Corporate Affairs
DIN: 00629693

Encl:a/a

NOTICE

Notice is hereby given that the **27th Annual General Meeting** (AGM) of the Members of **UDAY JEWELLERY INDUSTRIES LIMITED ("the Company")** will be held on Monday, the 28th day of September, 2026, at 12:30 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026 ALONG WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS.**

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

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted."

2. **TO APPOINT THE STATUTORY AUDITORS OF THE COMPANY, AND TO FIX THEIR REMUNERATION.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board, M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad (FRN: 004671S) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the financial year 2031-2032, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out- of pocket expenses to be incurred by them in connection with the audit.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

3. **TO RE-APPOINT MR. SANJAY KUMAR SANGHI AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sanjay Kumar Sanghi who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **TO DECLARE DIVIDEND OF ₹0.5/- (Rs. FIFTY PAISE) PER EQUITY SHARE** (i.e., **5% PER EQUITY SHARE OF FACE VALUE ₹10/- EACH FOR THE FINANCIAL YEAR 2025-26.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company and the recommendation of the Board of Directors at its meeting held on 28th May 2026 for payment of dividend of **₹0.50/- (Fifty paise) per equity share** (i.e., **5%** on the face value of**₹10**/- each) on the **Equity Shares** of the Company for the Financial Year ended 31 March 2026, be and is hereby approved and declared and the same be paid to the members whose names appear in the Register of Members/records of the Depositories as on the Record Date/Book Closure Date fixed for the purpose."

SPECIAL BUSINESS:

5. **TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH SANGHI JEWELERS PRIVATE LIMITED (SJPL) - COMPANY HAVING COMMON DIRECTORS.**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and Section 188 and all other applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into arrangements/transactions/contracts with below mentioned related parties ("Related Party"), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during the financial year, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

S. No.	Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Transaction limit	Duration
1.	Sanghi Jewellers Private Limited- SJPL	Company having common Directors	Purchase/ sale of various manufactured jewellery products, other materials, Rent paid and Interest on ICD at prevailing market rates and on arm's length basis.	Rs. 100,00,00,000 (Rupee One Hundred Crores Only)	From 01.10.2026 to 30.09.2027

RESOLVED FURTHER THAT the aforesaid transactions shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI LODR Regulations and the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, including the requirement of obtaining the prior approval of the Audit Committee, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters, and things as may be considered necessary or expedient to give effect to this resolution."

6. TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS WITH PERSONS BEING THE DIRECTORS/ PROMOTER GROUP PERSONS/ RELATIVES:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, and subject to such other approvals, consents and permissions as may be required, consent of the Members of the

Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof duly constituted by the Board) to enter into and/or continue with contracts, arrangements and/or transactions with the following related parties, being related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, for the transactions and up to the maximum limits as specified below, on such terms and conditions as may be mutually agreed upon and in the ordinary course of business and on an arm's length basis, wherever applicable:

The details of the proposed transactions are as under:

Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Amount Per transaction- In Rs.	Duration
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP	**Rent Paid**	10.00 crores	From 01.10.2026 to 30.09.2027
Ritesh Kumar Sanghi	Joint Managing Director-KMP			
Pritha Sanghi	Whole Time Director-KMP			
Bhavna Sanghi	Whole Time Director-KMP			
Tejas Sanghi	Relative of Directors			
Uday Sanghi	Relative of Directors			
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP			From 01.10.2026 to 30.09.2027
Ritesh Kumar Sanghi	Joint Managing Director-KMP			
Pritha Sanghi	Whole Time Director-KMP			

Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Amount Per transaction- In Rs.	Duration
Bhavna Sanghi	Whole Time Director-KMP	**Salary/Remuneration Paid**	10.00 crores	
Tejas Sanghi- As Head-Business Development	Relative of Directors			
Uday Sanghi – As Head-Business Development	Relative of Directors			
Sakshi Sanghi- As Associate Business Developer	Relative of Directors			
Mahima Sanghi – As Associate Business Developer	Relative of Directors			
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP	**Rental Deposit Given**	10.00 crores	From 01.10.2026 to 30.09.2027
Ritesh Kumar Sanghi	Joint Managing Director-KMP			
Pritha Sanghi	Whole Time Director-KMP			
Bhavna Sanghi	Whole Time Director-KMP			
Tejas Sanghi	Relative of Directors			
Uday Sanghi	Relative of Directors			

RESOLVED FURTHER THAT in accordance with Regulation 23(4) of the SEBI LODR Regulations, where any of the aforesaid transactions constitute a material related party transaction or subsequent material modification thereto, the same shall be undertaken only with the prior approval of the Members of the Company through resolution and no related party of the Company shall vote to approve such resolution, whether or not such related party is a party to the particular transaction.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the terms and conditions of the aforesaid contracts, arrangements and/or transactions, make such modifications as may be necessary or expedient, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred upon it under this resolution to any Committee of Directors or any officer(s) of the Company, as may be deemed appropriate, and to execute all such documents, agreements and writings and undertake all such actions as may be necessary or incidental to give effect to this resolution."

7. TO CONSIDER THE INCREASE IN BORROWING POWERS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable laws, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted to exercise the powers conferred by this resolution) to borrow any sum or sums of money, from time to time, at its discretion, for the purpose of the business of the Company, from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate, financial institutions, banks, mutual funds or other lender(s), whether in India or abroad, and whether by way of any form of credit, term loans, advances or deposits, or by way of issue of debentures, bonds or other debt instruments/securities, or otherwise, in such manner and upon such terms and conditions as the Board may think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board and remaining outstanding at any point of time shall not exceed **₹250 crores (Rupees Two Hundred Fifty Crores only)**, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions, including rate of interest, security, tenure and repayment terms, negotiate and execute all necessary documents, deeds, agreements and writings with lenders, make all necessary filings including with the Registrar of Companies and the Stock Exchanges, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

8. APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to compliance with the applicable provisions of the SEBI LODR Regulations and such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted to exercise the powers conferred by this resolution) to create, from time to time, such charge(s), mortgage(s), hypothecation(s) and/or pledge(s), in addition to the existing charges, mortgages and hypothecations created by the Company, on all or any of the movable and/or immovable properties of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking(s) of the Company, in such form, manner and ranking, and on such terms and conditions as the Board may deem fit, in favour of banks, financial institutions, debenture trustees, bondholders, other lenders or security trustees, to secure any borrowings availed or to be availed by the Company (whether by way of term loans, working capital facilities, debentures, bonds or other debt instruments), together with interest, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings, provided that the aggregate value of the assets so charged/mortgaged shall not at any time exceed the overall borrowing limit of **₹250 crores** (Rupees Two Hundred Fifty Crores only) approved under Section 180(1)(c) of the Act".

RESOLVED FURTHER THAT the Board be and are hereby authorised to finalise and execute with the lenders/security trustees/creditors all such deeds, documents, agreements and writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the foregoing resolution."

9. TO CONSIDER AND APPROVE THE MAKING OF INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITIES IN EXCESS OF LIMITS UNDER SECTION 186 OF COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted to exercise the powers conferred by this resolution) to give, from time to time, any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and/or acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches, notwithstanding that the aggregate of the loans and investments so far made, and the amounts for which guarantee or security has so far been given or provided, together with the investments, loans, guarantees or securities proposed to be made, given or provided, may exceed the limits prescribed under Section 186(2) of the Act (being sixty per cent of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, or one hundred per cent of the free reserves and securities premium of the Company, whichever is more), provided that the total amount of all such investments made and loans, guarantees and securities given or provided by the Board, and remaining outstanding at any point in time, shall not exceed **₹250 crores** (Rupees Two Hundred Fifty Crores only), or such other limit as may be prescribed under the Act from time to time, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including finalising the terms and conditions, negotiating and executing all necessary documents, deeds, agreements and writings, making necessary filings with the Registrar of Companies, the Stock Exchange and other authorities, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in this regard."

10. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. TEJAS SANGHI, A RELATED PARTY, TO AN OFFICE OR PLACE OF PROFIT:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015], including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval of the Audit Committee and pursuant to the approval of the Board of Directors at its meeting held on August 13, 2026 and on the recommendation of the Nomination & Remuneration Committee, consent of the members be and is hereby accorded for the appointment of Mr. Tejas Sanghi, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, as Business Development Head of the Company with effect from August 13, 2026, on a remuneration not exceeding ₹54,00,000/- (Rupees Fifty-Four Lakhs only) per annum, inclusive of such allowances, perquisites and benefits as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary or revise the terms of appointment, including remuneration, as it may deem fit, and to do all acts and take all steps necessary to give effect to this resolution."

11. TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. SAKSHI SANGHI, A RELATED PARTY, TO AN OFFICE OR PLACE OF PROFIT:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015], including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval of the Audit Committee at its meeting held on 13.08.2026 and pursuant to the approval of the Board of Directors at its meeting held on August 13, 2026 and on the recommendation of the Nomination & Remuneration Committee, consent of the members be and is hereby accorded for the appointment of Mrs. Sakshi Sanghi, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013, as Associate Business Developer of the Company with effect from August 13, 2026, on a remuneration not exceeding ₹42,00,000/- (Rupees Forty-Two Lakhs only) per annum, inclusive of such allowances, perquisites and benefits as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary or revise the terms of appointment, including remuneration, as it may deem fit, and to do all acts and take all steps necessary to give effect to this resolution."

Date: 13.08.2026
Place: 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1, Hyderguda
Main Road, Simple Natural Systems, Basheer Bagh,
Hyderabad, Telangana, 500004

By Order of the Board
Sd/-
Sanjay Kumar Sanghi
Managing Director – Corporate Affairs
DIN: 00629693
Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad - 500034

Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard on 9/2024 dated September 19, 2024 and the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act and the SEBI Listing Regulations read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the 27th Annual General Meeting of the Company will be held through VC/OAVM on Monday, the 28th day of September, 2026, at 12.30 P.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1, Hyderguda Main Road, Simple Natural Systems, Basheer Bagh, Hyderabad, Telangana, 500004.

2. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OAVM (Video Conferencing) and e-Voting facility for the e-AGM.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) and SEBI Listing Regulations wherever applicable, in respect of the items of Special Business set out in the notice, is annexed hereto and forms part of the Notice.

4. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting ("SS-2") in respect of the Directors seeking reappointment at the AGM, forms an integral part of this Notice.

5. 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 through VC/OAVM pursuant to the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of the venue of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.

6. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and aforesaid Circulars, Notice of the 27th AGM along with Annual Report 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/Depository Participant(s). The Company shall send physical copy of the Annual Report 2025-26 to the Members who specifically request for the same by sending an email at info@udayjewellery.com. Members may note that the Annual Report 2025-26 containing Notice, Financial Statements and Other Documents will also be available on the website of the Company (www.udayjewellery.com), website of CDSL (www.evotingindia.com) and on the websites of the Stock Exchange, i.e., BSE Limited (www.bseindia.com).

7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Bigshare Services Private Limited, having its registered office at 306, Right Wing, 3rd Floor, Amurtha Ville, Opp. Yashoda Hospitals, Somajiguda, Raj Bhavan Road, Hyderabad – 500082, e-mail: bsshyd@bigshareonline.com.

8. 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 MCA Circulars 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 27th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-

Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.

9. The Members can join the AGM through the VC / OAVM mode 15 (fifteen) 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 AGM through VC / OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

11. In line with the aforesaid MCA Circulars, the Notice calling the 27th AGM has been uploaded on the website of the Company at www.udayjewellery.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e., www.evotingindia.com.

12.0 The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA Circulars.

13. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPEG format) of the certified copy of Board Resolution authorizing their representative(s) to attend the 27th AGM through VC / OAVM on their behalf and to cast their vote through e-Voting. Such documents can be sent to the Company at info@udayjewellery.com.

14. All the documents which are relevant and referred in the Notice and Explanatory Statement of the 27th AGM shall be available at the Registered Office of the Company for Inspection without any fee during the normal working hours on all working days, upto the date of AGM of the Company.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Agreements 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 Annual General Meeting

16. Any person, who acquires shares of the Company and become Member of the Company after the dispatch of the Notice of 27thAGM by email and holds shares as on 21.09.2026 ("cut-off date") may obtain the User login ID and password by sending a request to the Company's RTA at bsshyd@bigshareonline.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com.

17. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the depositories as on 21.09.2026 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM

18. CS Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad (COP- 3479), has been appointed as the Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting at the AGM) in a fair and transparent manner.

19. The Scrutinizer shall immediately after the conclusion of e-Voting at the 27th AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, to the Chairman. The voting results declared along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM. The said results shall be placed on the Company's website at www.udayjewellery.com and simultaneously intimated to the CDSL and BSE Limited ("BSE"). The Scrutinizer's decision on the validity of votes cast will be final.

20. The Board of Directors of Uday Jewellery Industries Limited at their Meeting held on 28th May, 2026 recommended payment of dividend of Rs. 0.50 per equity share on face value of Rs. 10/- each for the Financial Year ended 31st March, 2026, subject to approval of Members in the Annual General Meeting (AGM). The record date for determining the entitlement of the members to the final dividend for 2026 is Monday, 21st September, 2026. As you are aware, as per the Income-tax Act, 1961 (Act), as amended by the Finance Act, 2020, dividends declared, distributed or paid by the Company on or after 01st April, 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to such Members. The TDS rate would depend on the residential status of the Members, eligibility of non- resident shareholders to claim the benefit of relevant Double Taxation Avoidance Agreement and basis the documents submitted and accepted by the Company. Accordingly, the Dividend will be paid after deducting TDS as provided below.

21. Subject to the provisions of the Act, dividend as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, wherever applicable, to those Members or their mandates, whose names are registered in the Company's Register of Members:

(a) as Beneficial Owners as at the end of the business hours on Monday, September 21, 2026 as per the lists to be furnished by NSDL and Central Depository Services (India) Limited ("CDSL") in respect of the equity shares held in electronic form;

(b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with RTA on Monday, September 21, 2026.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company or RTA or Depositories.

22. Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's RTA at bsshyd@bigshareonline.com or the Company Secretary, at info@udayjewellery.com. Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF). The shareholder is requested to provide DP ID, Client ID, the name of dividend i.e. Interim / Final while sending email to the Company and quote name of the Company in Subject line while sending email to RTA for claiming their unpaid dividends.

23. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD1/P/CIR/2024/37 dated 7th May 2024, has mandated that with effect from April 1, 2024, as amended from time to time, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC").

24. Members are requested to note that in terms of the provisions of Section 124 of the Act, dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF").

25. In terms of the provisions of Section 124(6) of the Act, read with, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF, operated by the IEPF Authority.

26. General instructions for accessing and participating in the 27th AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The remote e-Voting period begins on Friday, September 25, 2026 at 9:00 AM (IST) and ends on Sunday, September 27, 2026 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. the Register of Members and Share Transfer Books of the Company will be closed from 22nd September, 2026 to 28th September, 2026 (both days inclusive).

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. 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.

4. 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 and joining virtual meetings 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	• 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 URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/loginor to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. • 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 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option or click on https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

Type of Shareholders	Login Method
	• 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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.nsdl.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 or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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 (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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	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

Type of Shareholders	Login Method
their **Depository Participants (DP)**	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 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. 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.comor contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 – 4886 7000 and 022 – 2499 7000

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

5. Login method for e-Voting and joining virtual meetings 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
    1. For CDSL: 16 digits beneficiary ID,
    2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    3. 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.
    - If you are holding shares in demat form and had logged on towww.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
    - If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	**Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)** **1. 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.** **2. 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.**

6. After entering these details appropriately, click on "SUBMIT" tab.

7. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

8. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

10. 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.

11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

12. 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.

13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

15. 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.

16. There is also an optional provision to upload BR/POA of any uploaded, which will be made available to scrutinizer for verification.

17. 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; info@udayjewellery.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
3.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@udayjewellery.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@udayjewellery.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the 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 available during the AGM.
8. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT

REGISTERED WITH THE COMPANY/DEPOSITORIES.

1.For Physical shareholders – please provide necessary details like 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 Company/RTA email id.
2.For Demat shareholders –Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33 and 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statements sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item no. 5: To Approve the Material Related Party Transactions of The Company With Sanghi Jewelers Private Limited (SJPL) -Company Having Common Directors.

Your Company proposes to enter into transactions with **Sanghi Jewellers Private Limited (SJPL))**, which are under the same Promoter Group and majority of the Directors are common. The proposed transactions shall be at Arms' Length basis and in the ordinary course of business.

Section 188 of the Companies Act, 2013 ("the Act") and the applicable Rules framed there under read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provide that Related Party Transactions will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Sanghi Jewellers Private Limited (SJPL)) come under the ambit of Related Party for the purpose of Related Party Transaction(s) in terms of provisions of the Act and Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transactions proposed to be entered into by your Company with Sanghi Jewellers Private Limited (SJPL) for a period of 12 months starting from 01st October 2026 to 30th September 2027.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the related parties, as follows:

Sl. No.	Name of related parties	Nature of relationship	Type of Contract/ Transaction	Transaction Limit	Duration
1.	**Sanghi Jewellers Private Limited-SJPL**	**Company having common Directors**	**Purchase/ sale of various manufactured products, Purchase of Fixed Assets and Payment of Interest and Rent on arm's length basis.**	**Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)**	**From 01.10.2026 to 30.09.2027**

Except for the Related Parties referred to in the resolution and their respective relatives, to the extent applicable, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, All Related Parties shall abstain to vote the resolution, whether or not such Related Party is a party to the particular transaction.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

Item no. 6: To Consider and Approve the Related Party Transactions Under Section 188 Of The Companies Act, 2013 And Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company, in the ordinary course of its business, proposes to enter into and/or continue with certain contracts, arrangements and transactions with its Related Parties, being Directors, Key Managerial Personnel and/or their relatives, as specified in the resolution.

The proposed transactions include payment of rent, payment of salary/remuneration and payment of rental deposits, for the period from 01st October 2026 to 30th September 2027, up to the limits specified in the resolution.

The proposed transactions are in the ordinary course of business and are proposed to be undertaken on an arm's length basis, wherever applicable, and on such terms and conditions as may be mutually agreed upon. The transactions have been reviewed and approved/recommended by the Audit Committee in accordance with the applicable provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The approval of the Members is being sought pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations, for entering into and/or continuing with the aforesaid Related Party Transactions within the limits given below:

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the related parties, as follows:

Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Amount Per transactio n- In Rs.	Duration
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP			
Ritesh Kumar Sanghi	Joint Managing Director-KMP			From 01.10.2026 to 30.09.2027
Pritha Sanghi	Whole Time Director-KMP			
Bhavna Sanghi	Whole Time			

Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Amount Per transaction- In Rs.	Duration
	Director-KMP			
Tejas Sanghi	Relative of Directors	**Rent Paid**	10.00 crores	
Uday Sanghi	Relative of Directors			
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP			
Ritesh Kumar Sanghi	Joint Managing Director-KMP			
Pritha Sanghi	Whole Time Director-KMP			
Bhavna Sanghi	Whole Time Director-KMP			
Tejas Sanghi- As Head- Business Development	Relative of Directors	**Salary/Remuneration Paid**	10.00 crores	From 01.10.2026 to 30.09.2027
Uday Sanghi – As Head- Business Development	Relative of Directors			
Sakshi Sanghi- As Associate Business Developer	Relative of Directors			
Mahima Sanghi – As Associate Business Developer	Relative of Directors			
Rakesh Agarwal	CFO-KMP			
Riya Jindal	Company Secretary-KMP			
Sanjay Kumar Sanghi	Managing Director-Corporate Affairs-KMP			
Ritesh Kumar Sanghi	Joint Managing Director-KMP			

Name of Related Parties	Nature of relationship	Type of Contract/ transaction	Amount Per transaction- In Rs.	Duration
Pritha Sanghi	Whole Time Director-KMP	**Rental Deposit Given**	10.00 crores	From 01.10.2026 to 30.09.2027
Bhavna Sanghi	Whole Time Director-KMP			
Tejas Sanghi	Relative of Directors			
Uday Sanghi	Relative of Directors			

The Board of Directors, based on the recommendation of the Audit Committee, is of the opinion that the proposed transactions are in the best interests of the Company and its Members and accordingly recommends the resolution set out at Item No.6 for approval of the Members as an Ordinary Resolution.

Except the concerned Related Parties and their respective relatives, to the extent applicable, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, All Related Parties shall abstain to vote the resolution, whether or not such Related Party is a party to the particular transaction.

Item no. 7 & 8: Increase in Borrowing Powers and Creation of Charge on Assets Under Sections 180(1)(c) And 180(1)(a) of the Companies Act, 2013.

The Company requires funds from time to time to meet its business, working capital and capital expenditure requirements and other corporate purposes. In terms of Section 180(1)(c) of the Companies Act, 2013 (the "Act"), the Board of Directors cannot borrow sums which, together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, except with the prior approval of members by way of a special resolution. The Board accordingly proposes to seek the approval of members to authorise the Board to borrow, from time to time, up to an aggregate limit of **₹250 crores (Rupees Two Hundred Fifty Crores only)**, which is considered adequate to meet the Company's present and anticipated funding requirements, including in connection with its growing scale of operations.

In order to secure such borrowings, it may be necessary for the Company, from time to time, to create charges, mortgages, hypothecations and/or pledges on all or any of its movable and/or immovable properties, present and future, and/or on the whole or substantially the whole of its undertaking(s), in favour of lenders, banks, financial institutions, debenture trustees, bondholders or security trustees. Section 180(1)(a) of the Act requires the prior approval of members by way of a special resolution for the Board to create any such charge or mortgage where it relates to the whole or substantially the whole of the undertaking of the Company. The Board accordingly also seeks the approval of members to create such charges/mortgages, provided that the value of assets so charged shall not exceed the overall borrowing limit of ₹250 crores approved under Item No. 7 above.

The resolutions at Item Nos. 7 and 8 are accordingly placed before the members for approval as Special Resolutions, in compliance with Section 180 of the Act and the applicable provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 and 8, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolutions at Item Nos. 7 and 8 for approval by the members as Special Resolutions.

Item no. 9: To Consider and Approve the Making of Investments, Give Loans, Guarantees and Securities in Excess of Limits Under Section 186 of Companies Act, 2013:

Section 186(2) of the Act restricts a company from making investments, giving loans, or providing guarantees/securities beyond sixty per cent of its paid-up share capital, free reserves and securities premium, or one hundred per cent of its free reserves and securities premium, whichever is more — unless a special resolution is passed by the members. In view of the Company's growth plans and the need for flexibility to make strategic investments, extend loans, and provide guarantees/securities to support its business and that of its group/associate entities as may be considered beneficial from time to time, the Board proposes to seek members' approval to undertake such investments, loans, guarantees and securities up to an aggregate limit of ₹250 crores.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company, or to the extent any such Director/KMP or relative is a director/member of the body corporate in which investment is proposed to be made or to which loan/guarantee/security is proposed to be given.

The Board recommends the resolution at Item No. 9 for approval of the members as a Special Resolution.

Item no. 10 & 11: To Consider and Approve the appointment of Mr. Tejas Sanghi being a related party as Business Development Head and Mrs. Sakshi Sanghi being a related party as Associate Business Developer of the Company:

The Board of Directors, at its meeting held on August 13, 2026, approved the appointment of Mr. Tejas Sanghi as Business Development Head and Mrs. Sakshi Sanghi as Associate Business Developer of the Company, both being a related party with effect from that date, on the remuneration set out in the respective resolutions.

Mr. Tejas Sanghi is Son of Mr. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi and Relative of Mr. Ritesh Kumar Sanghi and Mrs. Bhavna Sanghi and Mrs. Sakshi Sanghi is Spouse of Mr. Tejas Sanghi, Son's Wife of Mr. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi and Relative of Mr. Ritesh Kumar Sanghi and Mrs. Bhavna Sanghi, and are accordingly "related parties" of the Company within the meaning of Section 2(76) of the Companies Act, 2013.

Under Section 188(1)(f) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit at a monthly remuneration exceeding ₹2,50,000/- requires prior members' approval by ordinary resolution. Since the remuneration works out to ₹4,50,000/- per month for Mr. Tejas Sanghi and ₹3,50,000/- per month for Mrs. Sakshi Sanghi, both exceed the threshold and are accordingly placed before the members.

The appointments were approved by the NRC & Audit Committee at its meeting held on 13-08-2026, in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015.

Save for Mr. Sanjay Kumar Sanghi, Mrs. Pritha Sanghi, Mr. Ritesh Kumar Sanghi, and Mrs. Bhavna Sanghi (each being related to one or both appointees), and Mr. Tejas Sanghi / Mrs. Sakshi Sanghi (to the extent of their own respective appointments, being spouses of each other), none of the other Directors or Key Managerial Personnel, or their relatives, is concerned or interested, financially or otherwise, in the resolutions at Item Nos. 10 and 11.

In terms of the second proviso to Section 188(1) of the Companies Act, 2013, Mr. Sanjay Kumar Sanghi, Mrs. Pritha Sanghi, Mr. Ritesh Kumar Sanghi, Mrs. Bhavna Sanghi, and any other member who is a related party in respect of either appointee, shall not vote on the resolutions at Item Nos. 10 and 11.

The Board recommends the resolution at Item No. 10 and 11 for approval of the members.

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY:

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

Sl.No.	Particulars	Details
1.	Name of the Director	**Sanjay Kumar Sanghi**
2.	Category /Designation	Chairman and Managing Director (Corporate Affairs)
3.	Director Identification Number (DIN)	00629693
4.	Age	59
5	Date of birth	08-07-1967
6.	Qualifications	Commerce Graduate and Gemologist
7.	Original date of appointment	22-08-2011
8.	Name of the listed entity from which the person has resigned as a director in the past three years	Narbada Gems & Jewellery Limited (Directorship ceased due to Amalgamation not cessation)
9.	Directorship in other companies	Shri Lakshmi Jewelmart Pvt. Ltd, Shri Durga Jewelcraft Private Limited and Sanghi Jewellers Private Limited.
10.	Chairmanship/Membership in other companies	-
11.	Number of equity shares held in	Uday Jewellery Industries Limited: 56,65,422

Sl.No.	Particulars	Details
	the company	Sanghi Jewellers Private Limited: 37,89,800
12.	Number of equity shares held in the company for any other person on a beneficial basis	-
13.	Relationship between directors, inter se, with other directors and key managerial personnel of the company	He is a brother of Mr. Ritesh Kumar Sanghi, Spouse of Mrs. Pritha Sanghi and relative of Mrs. Bhavna Sanghi
14.	Terms and Conditions of Appointment/Re-appointment of the Director	-
15.	Remuneration (last drawn if applicable)	6,00,000 P.M
16.	Remuneration proposed to be paid	6,00,000 P.M
17.	Number of meetings of the Board attended.	FY 2025-26- 100% (10 meetings held) FY 2026-27 (till date of this Annual Report)-100% (4 meeting held)